



Notice

Notice is hereby given that the Twentieth Annual General Meeting of the Members of Compuage Infocom Limited will be held on Wednesday, 21st day of August 2019 at 10.00 A.M. at Hotel Bawa International, Near Domestic Airport, Next to Orchid Hotel, Vile Parle East, Mumbai 400 099 to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2019 and the reports of the Directors and the Auditors thereon.**
2. **To declare dividend on Equity shares for the financial year ended 31st March 2019.**
3. **To appoint a Director in place of Mr. Atul H. Mehta (DIN: 00716869), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

4. **To appoint Branch Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company be and are hereby authorised to appoint Branch Auditors, AAA Assurance PAC, Public Accountants and Chartered Accountants, Singapore, having Co. Registration No.201408818E to audit the accounts in respect of the Company’s branch office located at Singapore and to fix their terms and conditions of appointment and remuneration, plus taxes, as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the branch office outside India for the year ending 31st March 2020 as may be mutually agreed upon by the Board of Directors and the Accountants.”

5. **To re-appoint Mr. Ganesh Shiva Ganesh (DIN: 00010877) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ganesh Shiva Ganesh (DIN: 00010877), who was appointed as an Independent Director and who holds office as an Independent Director up to 22nd August 2019 and that he has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, commencing from 23rd August 2019 to 22nd August 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

6. **To re-appoint Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vijay Agarwal (DIN: 00058548), who was appointed as an Independent Director and holds office as an Independent Director up to 22nd August 2019 and that he has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, commencing from 23rd August 2019 to 22nd August 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

7. **To appoint Mrs. Fatima Hussaini Nasab (DIN: 08507217) as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other

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applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Fatima Hussaini Nasab (DIN: 08507217), who was appointed as an Additional Non-Executive Independent Director of the Company with effect 13th July 2019, and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice, in writing, from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as Independent Director of the Company to hold office for a term of 5 (five) consecutive years, commencing from 23rd August 2019 to 22nd August 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Registered Office:

D- 601/602 & G - 601/602, Lotus Corporate Park,
Graham Firth Steel Compound,
Western Express Highway,
Goregaon (E), Mumbai - 400 063, India.
CIN: L99999MH1999PLC135914
E-mail: investors.relations@compuageindia.com

8. To amend the Articles of Association of the Company and in this regard, pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to alter the existing Articles of Association of the Company ("Articles") by replacing the existing set of Articles with the new set of Articles of Association of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

By order of the Board
For **Compuage Infocom Limited,**

Sd/-

Disha Shah

Company Secretary

Place: Mumbai

Date: 13th July 2019



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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Corporate members intending to send their authorised representative to attend the meeting are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

Pursuant to Section 105, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The Register of Members and the Share Transfer Books of the Company will remain close from Wednesday, 14th August 2019 to Wednesday, 21st August 2019 (both days inclusive) for the purpose of declaration of dividend, if any, approved by the Members.

4. The Dividend for the year ended 31st March 2019 as recommended by the Board, if approved by the Members at the Annual General Meeting will be paid on or after 22nd August 2019 to those members whose names appear in the Company's Register of Members on 13th August 2019. In respect of shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

5. Details under Regulation 36 of the SEBI (Listing Regulations, 2015), with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

6. Electronic copy of the 20th Annual Report 2018-19, inter alia, indicating the process and manner of e-voting along with the Proxy Form is being sent to all the Members whose email IDs are registered with the Company/

Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their email address, physical copies of the Notice of the 20th Annual Report 2018-19, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form has been sent in the physical mode.

7. Members are requested to :-

i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2019, so as to enable the Company to keep the information ready.

ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.

Members who hold shares in dematerialised form are requested to write their client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.

iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company / R&TA.

iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.

v. Approach the R&TA of the Company for consolidation of folios.

vi. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Companies Act, 2013 and forward the same to the R&TA, if not done. (Applicable for those holding shares in physical form).

vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, Link Intime India Private Limited upto the date of book closure.

LINK INTIME INDIA PRIVATE LIMITED

C 101, 247 Park,

L B S Marg, Vikhroli West,

Mumbai - 400 083.

8. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the

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Company for the payment of dividend. The Company or its Registrars and Transfer Agents, LINK INTIME INDIA PRIVATE LIMITED cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

9. The Company's shares are listed on BSE Limited and

11. Pursuant to the provisions of Section 123 of the Companies Act, 2013 and Section 205A of the Companies Act, 1956, the following dividends which remain unpaid and unclaimed for a period of seven years will be due for transfer to the Investor Education and Protection Fund (IEPF or Fund) of the Central Government:

Dividend	Date of declaration of Dividend	Due date for transfer to IEPF
2011-12 (Final)	30.08.2012	28.10.2019
2012-13 (Final)	07.09.2013	07.11.2020
2013-14 (Final)	23.08.2014	21.10.2021
2014-15 (Final)	25.09.2015	23.11.2022
2015-16 (Final)	24.09.2016	29.11.2023
2016-17 (Final)	23.09.2017	25.11.2024
2017-18 (Final)	28.09.2018	02.12.2025

Shareholders who have not encashed the dividend draft(s) are requested to return the unclaimed/unpaid dividend draft(s) for revalidation or write to the Company's Registrar & Share Transfer Agent at the above address to obtain duplicate dividend draft, immediately.

12. Members are requested to note that the dividend which remains Unclaimed / Unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 125 of the Companies Act, 2013 (Section 205A & 205 C of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund (IEPF).

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form shall submit their PAN details to Link Intime India Private Limited.

14. Members may also note that the electronic copy of the Notice of the 20th Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website, www.compuageindia.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who

National Stock Exchange of India Limited and applicable listing fees have been paid upto the date.

10. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Sundays, 1st and 2nd Saturdays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.

require communication in physical form in addition to e-communication, or have any other queries, may write to us: investors.relations@compuageindia.com

15. Voting through Electronic means:

I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote



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by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, 18th August 2019 (9:00 am) and ends on Tuesday, 20th August 2019 (5:00 pm). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of 14th August 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. Members who have registered their email Id with the Company / RTA / Depository Participants will receive an email from NSDL while the Members who have not registered their email Id will receive a physical copy of Annual Report along with Attendance Slip of the 20th AGM wherein EVEN no, User ID and Password will be provided. The process and manner for remote e-voting is as under:

The way to vote electronically on NSDL e-Voting

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter

system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1: Log-in to NSDL e-Voting website is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from

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NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'Initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 2. Now, you will have to click on "Login" button.
 3. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2: Cast your vote electronically on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to bhattivirendra1945@gmail.com or bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.



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- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of 14th August 2019.
- IX. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th July 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Virendra G. Bhatt, Practicing Company Secretary, (C.P. No.124) has been appointed for as the Scrutiniser for providing facility to the Members of the Company to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser, by use of "Ballot Paper" or "Polling Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutiniser shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutiniser shall be placed on the website of the Company www.compuageindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

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DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015:

1. Details of Mr. Atul H. Mehta with reference to Item No. 3 of the accompanying Notice of the AGM:

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Atul H. Mehta (DIN: 00716869) is liable to retire by rotation at the ensuing Annual General Meeting (AGM) of the Company and being eligible offers himself for re-appointment. Re-appointment at the AGM as a Director retiring by rotation would not constitute break in his appointment as Managing Director.

Mr. Atul H. Mehta, aged 58 is Chairman and Managing Director at Compuage Infocom Limited (hereinafter referred to as "CIL"). He holds vast industry experience and has overall knowledge in managing the Company strategically, handling operational responsibility for the entire portfolio of the Company's offerings. He promotes team management, encourages talent management and leadership development, builds client relationship management. His religious over 30 years dedication has took this Company to new scales and his future outlook

will help in shaping the Company's growth.

He is a Bachelor of Commerce Graduate from University of Mumbai, India and completed Masters in Business Administration with specialisation in Finance from University of Portland, USA. He is not on the Board of any other listed entity. He holds 1,49,54,370 Equity Shares of the Company comprising to 23.02% of the paid up capital. He is one of the members of Stakeholder Relationship Committee of Compuage Infocom Limited. He is a brother of Mr. Bhavesh H. Mehta, Wholetime Director of the Company. Upon his re-appointment as a Director, Mr. Atul H. Mehta shall continue to hold office as a Managing Director. In view of the above, the Board recommends his re-appointment.

Companies (other than Compuage Infocom Limited) in which Mr. Atul H. Mehta holds Directorship and Committee membership.

Directorship

He acts as a Director on the Board of other below mentioned Company:

Sr. No.	Names of the Companies	Nature of interest or concern
1.	Akay Filtips Private Limited	Director
2.	Compuage Infocom (S) Pte. Ltd.	Director
3.	Inga Advisors Private Limited	Director
4.	Technology Distribution Association of India (Sec 25 of the Companies Act, 1956)	Director
5.	Inga Ventures Private Limited	Director

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

As on 31st March 2019, Mr. Atul H. Mehta holds 1,49,54,370 Equity Shares of the Company.

In view of the above, the Board recommends his re-appointment.



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2. Details of Mr. Ganesh S. Ganesh with reference to Item No. 5 of the accompanying Notice of the AGM:

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director of the Company shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company. Mr. Ganesh S. Ganesh, being eligible for re-appointment as an Independent Director and offers himself for re-appointment, it is proposed to be re-appointed as an Independent Director for another term of five consecutive years.

He is a qualified Chartered Accountant and is associated with Merchant Banking business for more than 30 years.

He has worked with Sharp & Tenan as a Chartered Accountant, 20th Century Finance Corporation Limited, Infrastructure Leasing and Financial Services and Ind Global Financial Trust Limited. Mr. Ganesh S. Ganesh is an Independent Non-Executive Director of the Company and Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee.

Except, Mr. Ganesh S. Ganesh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Ganesh S. Ganesh is not related to any Director of the Company.

Companies (other than Compuage Infocom Limited) in which Mr. Ganesh S. Ganesh holds Directorship and Committee Membership:

Directorship

He acts as a Director on the Board of other below mentioned companies:

Sr. No.	Names of the Companies	Nature of interest or concern
1.	Neue Allianz Corporate Services Private Limited	Director
2.	Inga Foundation	Director

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

As on 31st March 2019, Mr. Ganesh S. Ganesh holds 1255 Equity Shares of the Company.

In view of the above, the Board recommends his re-appointment.

3. Details of Mr. Vijay Agarwal with reference to Item No. 6 of the accompanying Notice of the AGM:

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director of the Company shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company. Mr. Vijay Agarwal, being eligible for re-appointment as an Independent Director and offers himself for re-appointment, it is proposed to be re-appointed as an Independent Director for another term of five consecutive years.

He is a Qualified Practicing Chartered Accountant, specialised in Corporate Advisory, Tax and Audit field. Mr. Vijay Agarwal is an Independent Non-Executive Director of the Company and Member of the Audit Committee, Nomination and Remuneration Committee, and Corporate Social Responsibility Committee.

Except, Mr. Vijay Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mr. Vijay Agarwal is not related to any Director of the Company.

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Companies (other than Compugae Infocom Limited) in which Mr. Vijay Agarwal holds Directorship and Committee membership:

Directorship

He acts as a Director on the Board of other below mentioned companies:

Sr. No.	Names of the Companies	Nature of interest or concern
1.	Themis Medicare Limited	Director
2.	Gujarat Themis Biosyn Limited	Director
3.	MEP Infrastructure Developers Limited	Director
4.	RKN Retail Private Limited	Director
5.	Aditya Birla Money Mart Limited	Director
6.	Ideal Toll & Infrastructure Private Limited	Director
7.	Aditya Birla Sun Life Pension Management Limited	Director
8.	Triveni Sangam Estate Private Limited	Director
9.	Sanskar India Foundation	Director
10.	Aditya Birla Insurance Brokers Limited	Director

Chairperson of Board Committees:

He acts as Chairman of the Committees of other below mentioned companies:

Sr. No.	Names of the Companies	Audit Committee	Nomination & Remuneration Committee
1.	Themis Medicare Limited	-	Chairman
2.	Gujarat Themis Biosyn Limited	Chairman	Chairman

Member of Board Committees

He acts as Member of the Committees of other below mentioned companies:

Sr. No.	Names of the Companies	Name of the Committees		
		Audit Committee	Nomination & Remuneration Committee	Stakeholder Relationship Committee
1.	Themis Medicare Limited	Member	-	-
2.	Gujarat Themis Biosyn Limited	-	-	Member
3.	MEP Infrastructure Developers Limited	-	Member	-
4.	Aditya Birla Money Mart Limited	-	Member	-
5.	Aditya Birla Insurance Brokers Limited	-	Member	-
6.	Aditya Birla Sun Life Pension Management Limited	-	Member	-
7.	RKN Retail Private Limited	-	Member	-

Shareholding in the Company

As on 31st March 2019, Mr. Vijay Agarwal does not hold any share of the Company.

In view of the above, the Board recommends his re-appointment.



Notice (Contd.)

4. Details of Mrs. Fatima Hussaini Nasab with reference to Item No. 7 of the accompanying Notice of the AGM:

Mrs. Fatima Hussaini Nasab (DIN: 08507217) is Bachelors of Homeopathic Medicine and Surgery from Maharashtra Council of Homoeopathy, Mumbai. She is studying human behavior.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 13th July 2019 approved the appointment of Mrs. Fatima Hussaini Nasab (DIN: 08507217) as an Additional Non-Executive Independent Director and her term expires at this AGM. The Company has received a notice, in writing, under the provisions of Sections 160 of the Companies Act, 2013, from a member proposing her candidature for the office of an Independent Director, not liable to retire by rotation, for a term of 5 years commencing from 23rd August 2019 to 22nd August 2024.

It is proposed to appoint Mrs. Fatima Hussaini Nasab as Non-Executive Independent Director under Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as amended thereof, to hold office for a term of 5 years commencing from 23rd August 2019 to 22nd August 2024.

The Company has also received intimation in form DIR-8 that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 as mentioned aforesaid and a declaration to the effect that she meets with the criteria of independence as prescribed both

under sub-section (6) of Section 149 of the Act and SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mrs. Fatima Hussaini Nasab proposed to be appointed as an Independent Director fulfills the conditions as specified in the Act and the Listing Regulations and that the proposed Director is independent of the management.

Companies (other than Compuage Infocom Limited) in which Mrs. Fatima Hussaini Nasab holds directorship and committee membership.

Directorship

None

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

Nil

Except, Mrs. Fatima Hussaini Nasab, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM. She is not related to any Director of the Company.

In view of the above, the Board recommends her appointment.

Notice (Contd.)

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 5:

Mr. Ganesh S. Ganesh is an Independent Non-Executive Director of the Company and Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee.

He has served on the Board of the Company for a long span of time. Pursuant to the Act, Mr. Ganesh S. Ganesh, was appointed as an Independent Non-Executive Director to hold office for five consecutive years by the Members of the Company at the 15th AGM held on 23rd August 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company. Mr. Ganesh S. Ganesh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Also, based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Ganesh S. Ganesh, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, it is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 23rd August 2019 upto 22nd August 2024.

He is a qualified Chartered Accountant and is associated with Merchant Banking business for more than 30 years. He has worked with Sharp & Tenan as a Chartered Accountant, 20th Century Finance Corporation Limited, Infrastructure Leasing and Financial Services Limited and Ind Global Financial Trust Limited.

Mr. Ganesh S. Ganesh holds Directorship of the Board of Directors of the under stated other Companies in India:

- Neue Allianz Corporate Services Private Limited and
- Inga Foundation

Mr. Ganesh S. Ganesh holds by himself 1255 Equity Shares in the Company.

In the opinion of the Board, Mr. Ganesh S. Ganesh fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ganesh S. Ganesh as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any

fee by the Members at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ganesh S. Ganesh as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Ganesh S. Ganesh as an Independent Director for another term of five consecutive years with effect from 23rd August 2019 upto 22nd August 2024, for the approval by the shareholders of the Company.

Except, Mr. Ganesh S. Ganesh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Ganesh S. Ganesh is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

ITEM NO. 6:

Mr. Vijay Agarwal is an Independent Non-Executive Director of the Company and Member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

He has served on the Board of the Company for more than 5 years before commencement of this Act. Pursuant to the Act, Mr. Vijay Agarwal, was appointed as an Independent Non-Executive Director to hold office for five consecutive years by the Members of the Company in the 15th AGM held on 23rd August 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Vijay Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Also, based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Vijay Agarwal,



Notice (Contd.)

being eligible for re-appointment as an Independent Director and offering himself for re-appointment, it is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 23rd August 2019 upto 22nd August 2024.

He is a Qualified Practicing Chartered Accountant, specialised in Corporate Advisory, Tax and Audit field.

Mr. Vijay Agarwal holds Directorship and Membership of the Committees of the Board of Directors of the under stated other Companies in India:

- Themis Medicare Limited,
- Gujarat Themis Biosyn Limited,
- MEP Infrastructure Developers Limited,
- RKN Retail Private Limited,
- Aditya Birla Money Mart Limited,
- Ideal Toll & Infrastructure Private Limited,
- Aditya Birla Sun Life Pension Management Limited,
- Triveni Sangam Estate Private Limited,
- Sanskar India Foundation and
- Aditya Birla Insurance Brokers Limited.

Mr. Vijay Agarwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Vijay Agarwal fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Vijay Agarwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services Mr. Vijay Agarwal as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Vijay Agarwal as an Independent Director for another term of five consecutive years with effect from 23rd August 2019 upto 22nd August 2024, for the approval by the shareholders of the Company.

Except, Mr. Vijay Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mr. Vijay Agarwal is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

ITEM NO. 7:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 13th July 2019 approved the appointment of Mrs. Fatima Hussaini Nasab (DIN: 08507217) as an Additional Non-Executive Independent Director and her term expires at this AGM. The Company has received a notice, in writing, under the provisions of Sections 160 of the Companies Act, 2013, from a member proposing her candidature for the office of an Independent Director, not liable to retire by rotation, for a term of 5 consecutive years commencing from 23rd August 2019 to 22nd August 2024. The Company also received the following documents from Mrs. Fatima Hussaini Nasab:

- Consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014
- Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013
- Notice of Interest in Companies in Form MBP-1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and
- a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Mrs. Fatima Hussaini Nasab (DIN: 08507217) is Bachelors of Homeopathic Medicine and Surgery from Maharashtra Council of Homoeopathy, Mumbai. She is studying human behavior. The resolution seeks the approval of members for the appointment of Mrs. Fatima Hussaini Nasab as Non-Executive Independent Director of the Company for a term of five consecutive years with effect from 23rd August 2019 to 22nd August 2024 in accordance with Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. She will not be liable to retire by rotation.

Based on the declaration received from Mrs. Fatima Hussaini Nasab under section 149 (6) of the Companies Act, 2013, in the opinion of the Board of Directors, Mrs. Fatima Hussaini Nasab proposed to be appointed as an Independent Director fulfills the conditions as specified in the Act and the Listing Regulations and that the proposed Director is independent of the management. A copy of the draft letter for the appointment of Mrs. Fatima Hussaini Nasab as Independent Director setting out the terms and conditions is available for inspection without any fee at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.

Notice (Contd.)

The Board considers that her association would be of immense benefit to the Company.

Accordingly, the Board recommends Ordinary Resolution in relation to appointment of Mrs. Fatima Hussaini Nasab as Non-Executive Independent Director for a term of five consecutive years with effect from 23rd August 2019 upto 22nd August 2024, for the approval of the shareholders of the Company.

Companies (other than Compugae Infocom Limited) in which Mrs. Fatima Hussaini Nasab holds directorship and committee membership.

Directorship

None

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

Nil

Except Mrs. Fatima Hussaini Nasab, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM. Mrs. Fatima Hussaini Nasab is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under

Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings(SS-2) of ICSI.

ITEM 8:

As per the provisions of the investment agreement dated May 9, 2019 by and amongst the Company and Karvy Capital Limited Demeter Portfolio (the "Investment Agreement"), the existing Articles of Association of the Company needs to be altered to incorporate the provisions of Clause 12.2 of Investment Agreement and the related definitions. As per the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of Members by way of a special resolution.

The Board recommend the resolution proposed vide item No. 8 of the notice be passed and approved as a special resolution by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the said resolution.

By order of the Board
For **Compugae Infocom Limited**,

Sd/-

Disha Shah

Company Secretary

Place: Mumbai

Date: 13th July 2019

ROUTE MAP

