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COMPUGATE INFOCOM LTD

1st March 2019

To,
**The Corporate Services Dept.
BSE Ltd.**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

National Stock Exchange of India Ltd.,
Exchange Plaza,
C-1, Block G, Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051.

**Security Code: 532456
ISIN: INE070C01037**

Symbol: COMPINFO

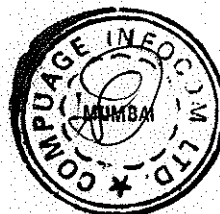
**Sub: Outcome/Proceedings of the Extra Ordinary General Meeting (EGM) held on
Friday, 1st March 2019**

Dear Sir/Ma'am,

Pursuant to Schedule III, Part A, Sub-regulation 13 of Regulation 30 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, proceedings of the EGM are enclosed herewith. It is hereby informed that meeting of the Shareholders of the Company held today i.e. on Friday, 1st March 2019, commenced at 10:00 a.m. at the Victoria Memorial School for Blind, Tardeo Road, Opposite Film Centre, next to Girnar Tower, Mumbai - 400034 and concluded at 10.15 a.m. wherein Members, subject to the results of e-Voting and Poll (Ballot Voting), considered all the items as set out in the notice dated 31st January 2019, convening the said EGM. The items considered by the Members at the EGM are as below:

1. Increase in Authorised Share Capital and consequential Alteration of Capital Clause of the Memorandum of Association;
2. Issue upto 6235811 Equity Shares on Preferential Issue basis and
3. Issue upto 1,00,00,000 Optionally Convertible Preference Shares on Preferential Issue basis.

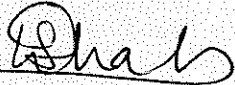
The Scrutinizer's Report together with results in respect of e-Voting and physical Poll (Ballot) Voting shall be submitted to the Exchanges immediately on receipt of the same, within the prescribed time period.



Kindly take the same on records and oblige.

Thanking you,

**Yours faithfully,
For Compuage Infocom Ltd.,**

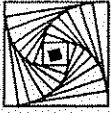


Disha Shah
Company Secretary



Place: Mumbai

Encl: Proceedings of the meeting



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COMPUAGE INFOCOM LTD

PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF COMPUAGE INFOCOM LIMITED HELD ON FRIDAY, 1ST MARCH 2019 AT 10.00 A.M. AT VICTORIA MEMORIAL SCHOOL FOR BLIND, TARDEO ROAD, OPP. FILM CENTRE, NEXT TO GIRNAR TOWER, MUMBAI - 400 034.

PRESENT:

Mr. Atul H. Mehta	-	Chairman and Managing Director
Mr. Bhavesh H. Mehta	-	Whole-time Director
Mrs. Preeti Trivedi	-	Non-executive & Independent Director
Mr. Vijay Agarwal	-	Non-executive & Independent Director

INVITEES:

Mr. Suril Shah	-	Partner of M/s. Bhogilal C. Shah & Co, Statutory Auditors
Mr. Virendra Bhatt	-	Practicing Company Secretary & Scrutinizer
Mr. Sunil Mehta	-	Chief Financial Officer

IN ATTENDANCE:

Ms. Disha Shah	-	Company Secretary & Compliance Officer (CS)
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MEMBERS ATTENDANCE:

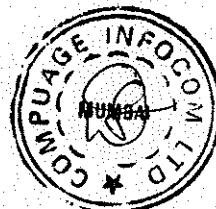
39 Members were present in person whose name appears in the Register of Members.

Ms. Disha Shah, CS, welcomed the Members and introduced them to the dignitaries on the dais. Mr. Atul H. Mehta, Chairman of the Company occupied the Chair. Being requisite quorum present, with his consent the meeting was put to order. Thereafter, leave of absence was recorded for Mr. Ganesh S. Ganesh. She, further, informed that all the Statutory Registers and documents mentioned in the Notice were open for inspection.

Subsequently, the CS provided briefs on the e-Voting procedure. With the order of the Chairman, Poll was ordered on all the resolutions stated in the notice convening the meeting. Then, she elaborated on the e-Voting procedure to the Members.

With consent of the Members, the notice convening the Extra-Ordinary General Meeting which was already circulated, was taken as read.

Thereafter, agenda items, as below, were considered at the meeting:



AGENDA NO. 1: ORDINARY RESOLUTION

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

"RESOLVED THAT pursuant to the provisions of Section 61 read with Sections 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing is Rs.22,67,00,000 (Rupees Twenty Two Crore Sixty Seven Lakh only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs.0.10/- (Ten Paise only) each and 33,69,344 (Thirty Three Lakh Sixty Nine Thousand Three Hundred Forty Four) Preference Shares of Rs.10/- (Rupees Ten only) each to Rs.30,30,06,560 (Rupees Thirty Crore Thirty Lakh Six Thousand Five Hundred and Sixty only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs.0.10/- (Ten Paise only) each and 1,10,00,000 (One Crore Ten Lakh) Preference Shares of Rs.10/- (Rupees Ten only) each thus by creation of additional 76,30,656 (Seventy Six Lakh Thirty Thousand Six Hundred Fifty Six) Preference Shares of face value of Rs.10/- each ranking pari passu in all respect with the existing Preference Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and substituted with the following new Clause V:

V*** The Authorized Share Capital of the Company is Rs.30,30,06,560 (Rupees Thirty Crore Thirty Lakh Six Thousand Five Hundred and Sixty only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs.0.10/- (Ten Paise only) each and 1,10,00,000 (One Crore Ten Lakh) Preference Shares of Rs.10/- (Rupees Ten only) each with rights, privileges and conditions attaching thereto as may be determined by the Board of Directors of the Company at the time of issue, with power to increase and reduce the capital for the Company and to attach thereto respectively such preferential deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by the Board of Directors of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolution of the Board of Directors of the Company.



RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to file requisite forms and do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to aforesaid resolution."

Proposed by: Mr. Bipin Shaparia

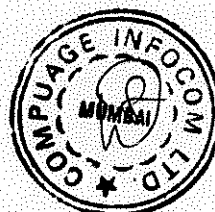
Seconded by: Mr. Harjivan Darji

Since, Mr. Atul H. Mehta, was interested in next resolution, he vacated the Chair. With the consent of the Members present, Mrs. Preeti Trivedi occupied the Chair for next resolution.

NEXT AGENDA No. 2: SPECIAL RESOLUTION

ISSUE UPTO 6235811 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 as amended ("SEBI (SAST) Regulations") and all other applicable laws including the Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, various rules, regulations, press notes, notifications, any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India ("SEBI Regulations"), the Reserve Bank of India ("RBI"), stock exchanges on which the Equity Shares of the Company are listed and also by any other statutory/regulatory authorities and subject to all such other approvals, permissions, consents and/ or sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which may be agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board to create, issue, offer and allot, up to 62,35,811 Equity Shares of the Company, having face value of Rs. 2/- (Rupees Two only) each, at or above the minimum issue price as determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable law, to entity(ies) as mentioned in the explanatory statement (hereinafter referred to as the 'Proposed Allottee') by way of a preferential allotment and in such manner and on such terms and conditions, as may be deemed appropriate by the Board at its absolute discretion but subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations, 2018 and Companies Act, 2013.



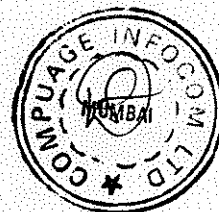
RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the Equity Shares to be allotted to the Proposed Allottee, on a preferential basis, is 30th January 2019, being the date which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting i.e. 1st March 2019.

RESOLVED FURTHER THAT, if required, price determined for preferential issue shall be subject to appropriate adjustments in accordance with the provisions of Regulation 166 of the ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment, be issued in dematerialized form only and shall rank pari passu with the existing Equity Shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the ICDR Regulations. The Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board hereby delegates (to the extent permitted by law) all or any of the powers herein conferred to any committee of Directors or any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolutions and all the actions that may be



taken by the Board or Committee duly constituted for this purpose in this connection be and are hereby ratified and confirmed in all respects.”

Proposed by: Ms. Shakuntladevi K Mahajan

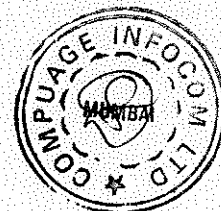
Seconded by: Ms. Pratima Shah

Then, Mrs. Preeti Trivedi vacated the Chair and Mr. Atul Mehta re-occupied it.

MOVING TO AGENDA No.3: SPECIAL RESOLUTION

ISSUE UPTO 1,00,00,000 OPTIONALLY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL ISSUE BASIS:

“RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 as amended (“SEBI (SAST) Regulations”) and all other applicable laws including the Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, various rules, regulations, press notes, notifications, any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (“SEBI Regulations”), the Reserve Bank of India (“RBI”), stock exchanges on which the Equity Shares of the Company are listed and also by any other statutory/regulatory authorities and subject to all such other approvals, permissions, consents and/ or sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which may be agreed to by the Board of Directors of the Company, consent of the Members of the Company be and is hereby given to the Board of Directors of the Company (the “Board”) which term shall be deemed to include any committee which the Board may hereinafter constitute to exercise its powers including the power conferred by this resolution) to create, offer, issue and allot, on preferential basis, upto 1,00,00,000, 9% Optionally Convertible Preference Shares having face value of Rs.10/- each (“OCPS”), at par aggregating up to Rs. 10,00,00,000 (Rupees Ten Crore Only), to entity(ies) as mentioned in the explanatory statement (hereinafter referred to as the “Proposed Allottee”), the entire consideration being payable to the Company on or before allotment, optionally convertible into 37,03,703 Equity Shares of the Company having face value Rs.2/- each (Rupees Two only) (“Equity Shares”) at the conversion price of Rs.27/- price above the minimum price as determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws, conversion price includes premium. OCPS



shall be converted at the option of the Proposed Allottee within a time frame not exceeding 18 (Eighteen) months from the date of allotment or subject to redemption by the Company at a premium of 5% at the end of 18 (Eighteen) months, in such manner and on such terms and conditions laid down in the Explanatory Statement annexed to this notice and as may be deemed appropriate by the Board at its absolute discretion but subject to applicable Laws and Regulations, including the provisions of Chapter V of the SEBI ICDR Regulations, 2018 and Companies Act, 2013.

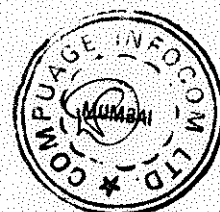
RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the "Relevant Date", for determining the conversion price for issue of the Equity Shares against OCPS is 30th January 2019, being the date which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting i.e. 1st March 2019.

RESOLVED FURTHER THAT the terms and conditions on which the OCPS shall be issued and allotted shall include the following terms and conditions:

- a. The OCPS shall be allotted in dematerialized form and the Equity Shares arising on conversion shall also be allotted in dematerialized form.
- b. The Proposed Allottee shall be entitled to opt only for conversion of all the OCPS into Equity Shares of Rs.2/- each, within a period of 18 (Eighteen) months commencing from the date of allotment of such OCPS.
- c. The OCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- d. The OCPS shall bear a cumulative dividend equal to 9% per annum payable till the date of conversion of OCPS on an annual basis. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such OCPS till the date of conversion/redemption.
- e. The voting rights of the persons holding the OCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.
- f. The OCPS and Equity Shares arising on conversion of OCPS shall be subject to a mandatory lock-in for the time period prescribed under the SEBI ICDR Regulations.
- g. The OCPS shall not be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT in pursuance of the above, the Equity Shares to be issued and allotted pursuant to the conversion of the OCPS:



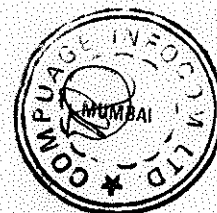
- a. shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- b. shall rank pari passu with the existing Equity Shares in all respects subject to the provisions of the Memorandum of Association and Articles of Association of the Company and applicable laws and regulations.

RESOLVED FURTHER THAT in case the Proposed Allottee does not choose to exercise the conversion option, the OCPS held by the Proposed Allottee will be compulsorily redeemed by the Company along with the cumulative dividend of 9% p.a. payable annually on the Issue Price per OCPS in respect of each OCPS and at the redemption premium being 5% payable on the face value per OCPS in respect of each OCPS alongwith the redemption amount within a period of 30 (Thirty) days following the expiry of 18 (Eighteen) months period commencing from the date of allotment of such OCPS.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the OCPS, the entitlement of the holders shall stand augmented in the same proportion in which the Equity Share Capital of the Company increases as a consequence of such bonus/rights issues or any corporate action and that the exercise price of the OCPS to be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the Equity Shares to be issued and allotted on conversion, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board hereby delegates (to the extent permitted by law) all or any of the powers herein conferred to any committee of Directors or



any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolutions and all the actions that may be taken by the Board or Committee duly constituted for this purpose in this connection be and are hereby ratified and confirmed in all respects."

Proposed by: Ms. Kalpana Doshi
Seconded by: Ms. Jagruti S. Shah

Conduct of the Poll:

Afterwards, Poll was conducted and the Members were informed that combined results on e-Voting and Poll shall be declared latest by 3rd March 2019 and the results shall be available on the website of the Company. Formal custody of the Ballot box was taken by the Scrutinizer.

Vote of thanks:

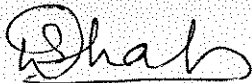
Thanking the Members for their participation, the Chairman announced formal closure of the Extra Ordinary General Meeting of the Company.

Thereafter, vote of thanks was given to the Chair.

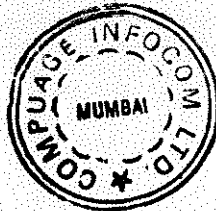
Time of commencement of meeting: 10.00 a.m.

Time of conclusion of meeting: 10.15 a.m.

For Compuage Infocom Limited,



Disha Shah
Company Secretary



Place: Mumbai

Date: 1st March 2019