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COMPUAGE INFOCOM LTD

24th September 2016

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.

**Sub: Outcome/Proceedings of the 17th Annual General Meeting (AGM) held on
Saturday, 24th September 2016**

Security Code: 532456
ISIN: INE070C01029

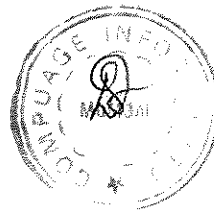
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Dear Sir/Ma'am,

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 AGM are enclosed herewith. It is hereby informed that meeting of the Shareholders of the Company held today i.e. on Saturday, 24th September 2016, commenced at 10:00 a.m. at the Victoria Memorial School for Blind, Tardeo Road, Opposite Film Centre, next to Girnar Tower, Mumbai - 400034 wherein Members, subject to the results of e-Voting and Poll (Ballot Voting), considered all the items as set out in the notice dated 5th August 2016, convening the said AGM. The items considered by the Members at the AGM are as below:

1. The Audited Financial Statements for the financial year ended 31st March 2016 along with Directors' Report and Auditor's Report thereon.
2. Declaration of final dividend of Rs.2/- per Equity share on the share having face value of Rs.10/- each.
3. Re-appointment of Mr. Bhavesh H. Mehta (DIN: 00740861) as a Director of the Company.

D-601/602 & G-601/602
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Graham Fifth Street Compound,
Western Express Highway, Goregoan (E),
Mumbai - 400 063, India.
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www.compuageIndia.com
CIN : L99999MH1999PLC135914



4. Appointment of M/s. B.V. Dalal & Co., Chartered Accountants, having ICAI Firm Registration No. 114214W, as Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of next AGM and authorized the Board to fix their remuneration.
5. Appointment of 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 authorized the Board to fix remuneration, in connection with the audit of the accounts of the branch office outside India for the year ending March 31, 2017.

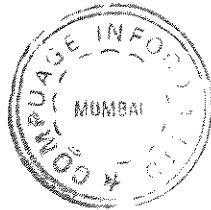
The Scrutinizer's Report together with results in respect of e-Voting and physical Poll (Ballot) Voting shall be submitted to the Exchanges immediately on receipt of the same, within the prescribed time period.

Kindly take the same on your records and oblige.

Thanking you,
Yours faithfully,
For Compuage Infocom Ltd.,



Disha Shah
Company Secretary



Place: Mumbai

Encl: Proceedings of the meeting

COMPUAGE INFOCOM LTD

PROCEEDINGS OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMPUAGE INFOCOM LIMITED HELD ON SATURDAY, 24TH SEPTEMBER 2016 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. Ganesh S. Ganesh	-	Non-executive & Independent Director <u>Chairman of:</u> <ul style="list-style-type: none">▪ Audit Committee,▪ Nomination and Remuneration Committee,▪ Corporate Social Responsibility Committee
Mr. Vijay Agarwal	-	Non-executive & Independent Director
Mrs. Preeti Trivedi	-	Non-executive & Independent Director <u>Chairperson of:</u> <ul style="list-style-type: none">▪ Stakeholder Relationship Committee
Mrs. Manori Shah	-	Statutory Auditor
Mr. Sunil Mehta	-	Chief Financial Officer
Ms. Disha Shah	-	Company Secretary & Compliance Officer (CS)

MEMBERS ATTENDANCE:

20 Members attended the meeting in person or through their proxies.

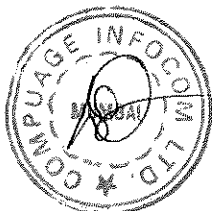
Ms. Disha Shah, CS, welcomed the members and introduced them to the dignitaries on the dais.

Thereafter, Members elected Mr. Ganesh as the Chairman of the meeting. He welcomed the members to the 17th Annual General Meeting of the Company and being requisite quorum present he put the meeting to order. He informed that Statutory Registers were open for inspection and apprised the Board about absence of Promoters and Promoter group due to unavoidable circumstances.

Subsequently, the Chairman delivered his speech wherein he briefed the Members on the functioning of the Company and spoke on future prospects and avenues of the Company.

The Chairman concluded his speech by thanking the management, employees, customers, suppliers, bankers, other stakeholders and shareholders for their continued support.

Thereafter, the Chairman requested the CS to provide briefs on the e-Voting procedure and ordered Poll on all the resolutions stated in the notice convening the meeting. Then, she explained the Members about e-Voting procedure.



Going ahead, with the consent of the Members, the notice convening the 17th Annual General Meeting which was already circulated, was taken as read.
Further, in view of Section 145 of the Companies Act, 2013, there was no need to read the Auditor's Report and hence the same was taken as read.

Post that agenda items, as below, were considered at the meeting:

AGENDA NO. 1: ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016 AND THE REPORTS OF THE DIRECTORS' AND THE AUDITOR'S THEREON:

"RESOLVED THAT the audited standalone and consolidated financial statements for the financial year ended 31st March 2016 and Statement of Profit and Loss Account on that date together with the annexures forming part of the Accounts, the Auditors' Report as well as the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted."

Proposed by: Mr. Christopher Alphonso
Seconded by: Mr. Prasad Manjrekar

NEXT AGENDA No. 2: ORDINARY RESOLUTION

TO DECLARE A DIVIDEND OF RS.2/- PER EQUITY SHARE:

"RESOLVED THAT the final dividend of Rs.2/- per Equity Shares i.e. 20% on face value of Rs.10/- each out of the profits of the financial year ending on 31st March 2016 on 1,17,47,999 equity shares of Rs.10/- each fully paid up aggregating to Rs.2,34,95,998/- be and is hereby proposed to be paid to all the members/beneficiaries, whose names appear in the Register of Members as on the cutoff date ie. 17th September 2016.

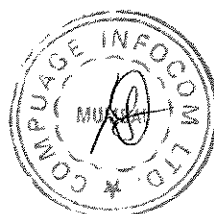
RESOLVED FURTHER THAT the Directors of the Company be and are by authorized to take requisite steps to give effect to the aforesaid resolution."

Proposed by: Mr. J Suresh Shenoy
Seconded by: Mr. Christopher Alphonso

MOVING TO AGENDA No. 3: ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. BHAVESH H. MEHTA WHOLE TIME DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

"RESOLVED THAT Mr. Bhavesh H. Mehta, Whole time Director, (DIN: 00740861), who retires by rotation and being eligible, offers himself for re- appointment, be and is hereby proposed to be appointed as a Director of the Company."



Proposed by: Ms. Harshita Shetty
Seconded by: Mr. Prasad Manjrekar

AGENDA No. 4: ORDINARY RESOLUTION

TO APPOINT AUDITORS AND FIX THEIR REMUNERATION:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and 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), M/s. B.V. Dalal & Co., Chartered Accountants, Mumbai, having ICAI Firm Registration No. 114214W, be and are hereby appointed as Statutory Auditors of the Company for the Company’s financial year, 2016-17, to hold office from the conclusion of 17th Annual General Meeting until the conclusion of 18th Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

Proposed by: Mr. Prasad Manjrekar
Seconded by: Mr. Divyakant Nandwara

LAST AGENDA No. 5: ORDINARY RESOLUTION

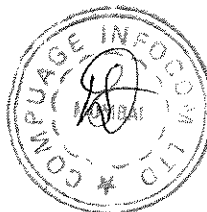
TO APPOINT BRANCH AUDITORS AND FIX THEIR REMUNERATION:

“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 term 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 March 31, 2017 as may be mutually agreed upon by the Board of Directors and the Accountants.”

Proposed by: Mr. Bhavesh Upadhyay
Seconded by: Mr. Christopher Alphonso

Conduct of the Poll:

After that Poll was taken up by the Scrutinizer wherein empty ballot box was shown to the members, it was then locked and sealed; poll papers were distributed to the members. Poll was conducted and the members were informed that combined results on e-Voting and Poll shall be



declared on 26th September 2016 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 17th Annual General Meeting of the Company.

Thereafter, vote of thanks was given to the Chair.

For Compuage Infocom Limited,



Disha Shah
Company Secretary



Place: Mumbai

Date: 24th September 2016