



Speed
Reliability
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COMPUAGE INFOCOM LTD

28th August 2017

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: Notice of 18th Annual General Meeting

Dear Sir,

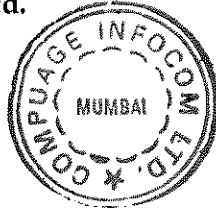
Please find enclosed herewith Notice of 18th Annual General Meeting for the financial year 2016-17.

Please take note of the same and oblige.

Thanking you,

Yours faithfully,
For Compuage Infocom Ltd.

Disha Shah
Company Secretary



Place: Mumbai

Encl: As above

Notice

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of Compuage Infocom Limited will be held on Saturday 23rd day of September, 2017 at 10:00 A.M. at Victoria Memorial School for Blind, Tardeo Road, Opp. Film Centre, next to Girnar Tower, Mumbai – 400034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2017 and the reports of the Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March 2017.
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.
4. **To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 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. Bhogilal C. Shah and Co., Chartered Accountants, Mumbai, having ICAI Firm Registration No. 101424W, be and is hereby appointed as Statutory Auditors of the Company to hold office for 5 consecutive years from the conclusion of 18th Annual General Meeting (AGM) till the conclusion of 23rd AGM of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, re-imbursment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company, etc., as may be mutually agreed between the Audit Committee of the Company and the Auditors.”

5. **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 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 31st March 2018 as may be mutually agreed upon by the Board of Directors and the Accountants.”

SPECIAL BUSINESS:

6. **To re-appoint Mr. Atul H. Mehta (DIN: 00716869) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Atul H. Mehta (DIN: 00716869) as Managing Director of the Company for a period of three years with effect from 08th September 2017, at such remuneration, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration in such manner as may be agreed between the Board of Directors and Mr. Atul H. Mehta.

RESOLVED FURTHER THAT the remuneration payable to Mr. Atul H. Mehta, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V of the said Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Nomination and Remuneration Committee or Director(s) to give effect to the aforesaid resolution."

7. **To re-appoint Mr. Bhavesh H. Mehta (DIN: 00740861) as a Whole-time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Bhavesh H. Mehta (DIN: 00740861) as Whole-time Director of the Company for a period of three years with effect from 18th October 2017, at such remuneration, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration in such manner as may be agreed between the Board of Directors and Mr. Bhavesh H. Mehta.

RESOLVED FURTHER THAT the remuneration payable to Mr. Bhavesh H. Mehta, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V of the said Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Nomination and

Remuneration Committee or Director(s) to give effect to the aforesaid resolution."

8. **Shareholder request on service of documents and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 20 of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as 'the Act'), consent of the Members be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier at their registered address or by such electronic or other mode as prescribed under the Act and desired by Member(s), from time to time.

RESOLVED FURTHER THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in the requested mode.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

By order of the Board
For **Compuage Infocom Limited**,
Sd/-

Mumbai, 14th August 2017

Disha Shah
Company Secretary

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

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 Authorized Representative to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing 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 Saturday, 16th September 2017 to Saturday, 23rd September 2017 (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 2017 as recommended by the Board, if approved by the Members at the Annual General Meeting will be paid on or after 24th September 2017 to those members whose names appear in the Company's Register of Members on 15th September 2017. 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 (LODR) 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 18th Annual Report 2016-17, 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 18th Annual Report 2016-17, 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 2017, 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 dematerialized 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.
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

LINK INTIME INDIA PRIVATE LIMITED

C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai - 400 083.

Company for the payment of dividend. The Company or its Registrar and Transfer Agent, 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 National Stock Exchange of India Limited and applicable listing fees have been paid upto 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 and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
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
2009-10 (Final)	14.08.2010	13.09.2017
2010-11 (Final)	29.07.2011	26.09.2018
2011-12 (Interim)	11.11.2011	01.09.2018
2011-12 (Final)	30.08.2012	28.10.2019
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

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 18th Annual General Meeting and the Annual Report 2017 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 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 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 Wednesday, 20th September 2017 (9:00 am) and ends on Friday, 22nd September 2017 (5:00 pm). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September 2017, 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. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "CIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Compuage Infocom Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattivirendra1945@gmail.com or bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of 18th AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/ at the bottom of the Attendance Slip for the 18th AGM:

EVEN	USER ID	PASSWORD/PIN
(Remote e-voting Even Number)		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.

VII. 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.

VIII. 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).

IX. 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 16th September 2017.

X. 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. 18th August 2017, 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.

- XI. 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.
- XII. 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.
- XIII. Mr. Virendra G. Bhatt, Practicing Company Secretary, (C.P. No.124) has been appointed for as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 scrutinizer, 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.

- XV. The Scrutinizer 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 Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer 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 authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Atul H. Mehta 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 was inducted on the Board of the Company as a Managing Director w.e.f. 8th September 2014. 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 30 years dedication has taken 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 specialization in Finance from University of Portland, USA.

He is not on the Board of any other listed entity. He holds 14243870 Equity Shares of the Company comprising to 24.25% 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, Whole-time 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.

EXPLANATORY STATEMENT

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

ITEM NO. 6:

The current tenure of Mr. Atul H. Mehta as Managing Director ceased on 07th September 2017. The Board of Directors of the Company (the 'Board'), at its meeting held on 14th August 2017 has, subject to the approval of Members, re-appointed Mr. Atul H. Mehta as Managing Director, for a period of 3 (three) years commencing from 08th September 2017 to 07th September 2020, at the remuneration recommended by the Nomination and Remuneration Committee (the 'N&R Committee') of the Board at a remuneration which shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.

The Company has received request from Mr. Atul H. Mehta proposing his candidature to act a Managing Director of the Company. He has consented in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and also intimated in Form DIR-8 that he is not disqualified to act as a Director under sub-section (2) of Section 164 of the Companies Act, 2013.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Atul H. Mehta are as under:

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be Rs.1,68,00,000/- p.a. (Rupees One Crore Sixty Eight Lakh only)

B. PERQUISITES

In addition to the remuneration as stated above, Mr. Atul H. Mehta shall be entitled, as per Rules of the Company, to perquisites like:

- a. **Provident Fund:**
Contribution to the Provident Fund shall be as per the rules of the Company.
- b. **Gratuity:**
Payable in accordance with the rules of the Company but at a rate not exceeding half month's basic salary for each completed year of service.
- c. **Leave Encashment:**
Encashment of leave at the end of his tenure as per policy of the Company.
- d. **House rent allowance, general allowance, club fees, group personal accident insurance, group mediclaim and group term insurance shall be as per Company's policy.**
- e. **Car(s) and telephone(s) will be provided at residence for official use. The Company shall bill personal long**

distance calls on telephone to the said Managing Director.

The aforesaid perquisites will be subject to tax as per prevailing Income Tax Rules. The basic salary stated above will be inclusive of the value of the perquisites stated at points 'd' and 'e', if provided.

The period of office of Mr. Atul H. Mehta shall be liable to determination by retirement of directors by rotation. If he is re-appointed as a Director, immediately on retirement by rotation he shall continue to hold office of Managing Director, designated and such re-appointment as Director shall not be deemed to constitute break in his appointment as a Managing Director. He shall be eligible to stock options, if any.

The Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Act read with Schedule V of the Companies Act, 2013.

The said Director shall report to the Board of Directors of the Company who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable the said Director to discharge his duties with full responsibility or the area of operations under his control. The said Director shall work under the superintendence, control and direction of the Board of Directors of the Company.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

A copy of the agreement regarding appointment of Managing Director is available for inspection by any Member of the Company at the Registered Office of the Company during 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 Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013.

Except Mr. Atul H. Mehta and Mr. Bhavesh H. Mehta, none of the Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in this resolution.

He holds a Bachelor of Commerce degree from India, University of Mumbai and Masters in Business Administration with specialization in finance from University of Portland, USA. He possesses vast industry experience and has overall knowledge in managing the Company strategically, handling operational responsibility for the entire portfolio of the Company's offerings. Today, under his leadership CIL has established itself as a leading IT & Telecom Distribution Company in India.

Mr. Atul H. Mehta, has been receiving remuneration of Rs.1,68,00,000/- for past three years as approved by the Members via Postal Ballot dated 21st January 2017, results declared on 24th January 2017. The Nomination and Remuneration Committee alongwith Board of Directors is of the view that the proposed remuneration is commensurate to his profile and portfolio, size of the Company, etc.

Mr. Atul H. Mehta plays pivotal role in taking the Company to new scales with each passing day. Hence, the Company is seeking shareholders' approval to pay minimum remuneration to him in the form of salary, perquisites and other benefits. The shareholders may also please note that the remuneration that has been approved by the Nomination and Compensation Committee and the Board as minimum remuneration in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and Schedule V of the said Act for his ensuing tenure as Managing Director after taking into account the more than 30 years of experience and expertise of Mr. Atul H. Mehta and also the industry pay scale for similar sized companies.

Your Directors recommend the Ordinary Resolution at point no. 6 as set out in the accompanying Notice for the approval of the Members

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

ITEM NO. 7:

The current tenure of Mr. Bhavesh H. Mehta as Whole-time Director ceased on 17th October 2017. The Board of Directors of the Company (the 'Board'), at its meeting held on 14th August 2017 has, subject to the approval of Members, re-appointed Mr. Bhavesh H. Mehta as Whole-time Director, for a period of 3 (three) years commencing from 18th October 2017 to 17th October 2020, at the remuneration recommended by the Nomination and Remuneration Committee (the 'N&R Committee') of the Board at a remuneration which shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.

The Company has received request from Mr. Bhavesh H. Mehta proposing his candidature to act a Whole-time

Director of the Company. He has consented in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and also intimated in Form DIR-8 that he is not disqualified to act as a Director under sub-section (2) of Section 164 of the Companies Act, 2013.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Bhavesh H. Mehta are as under:

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be Rs.1,68,00,000/- p.a. (Rupees One Crore Sixty Eight Lakh only)

B. PERQUISITES

In addition to the remuneration as stated above, Mr. Bhavesh H. Mehta shall be entitled, as per rules of the Company, to perquisites like:

- a. **Provident Fund:**
Contribution to the Provident Fund shall be as per the rules of the Company.
- b. **Gratuity:**
Payable in accordance with the rules of the Company but at a rate not exceeding half month's basic salary for each completed year of service.
- c. **Leave Encashment:**
Encashment of leave at the end of his tenure as per policy of the Company.
- d. **House rent allowance, general allowance, club fees, group personal accident insurance, group mediclaim and group term insurance shall be as per Company's policy.**
- e. **Car(s) and telephone(s) will be provided at residence for official use. The Company shall bill personal long distance calls on telephone to the said Whole-time Director.**

The aforesaid perquisites will be subject to tax as per prevailing Income Tax Rules. The basic salary stated above will be inclusive of the value of the perquisites stated at points 'd' and 'e', if provided.

The period of office of Mr. Bhavesh H. Mehta shall be liable to determination by retirement of Directors by rotation. If he is re-appointed as a Director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director, designated and such re-appointment as Director shall not be deemed to constitute break in his appointment as a Whole-time Director. He shall be eligible to stock options, if any.

The Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or

remuneration, subject to the same not exceeding the limits specified under Section 197 of the Act read with Schedule V of the Companies Act, 2013.

The said Director shall report to the Board of Directors of the Company who shall empower him with such requisite powers (with authority to revoke and/or amend such powers) to enable the said Director to discharge his duties with full responsibility or the area of operations under his control. The said Director shall work under the superintendence, control and direction of the Board of Directors of the Company.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

A copy of the agreement regarding appointment of Whole-time Director is available for inspection by any Member of the Company at the Registered Office of the Company during 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 Explanatory Statement together with the accompanying notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013.

Except Mr. Atul H. Mehta and Mr. Bhavesh H. Mehta, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in this resolution.

He is a B. Com Graduate holding Master's degree in Commerce with a specialization in marketing with expertise in the areas of Operations and Supply Chain Management. His experience of more than 21 years in the IT industry has led to growth of the business. He has taken many challenging roles and responsibilities for driving growth in the Company which includes constant endeavor to improve the systems and process, enhancing productivity and bringing new relationships on the table for the Company.

Mr. Bhavesh H. Mehta, has been receiving remuneration of Rs.1,68,00,000/- for past three years as approved by the Members via Postal Ballot dated 21st January 2017, results declared on 24th January 2017. The Nomination and Remuneration Committee alongwith Board of Directors is of the view that the proposed remuneration is commensurate to his profile and portfolio, size of the Company, etc.

Considering his continued contribution and importance in the Company, Shareholders' approval is sought to pay minimum remuneration to him in the form of salary, perquisites and other benefits. The shareholders may also please note that the remuneration that has been approved by the Nomination and Compensation Committee and the Board as minimum remuneration in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and Schedule V of the said Act for his ensuing tenure as Whole-time Director.

Your Directors recommend the Ordinary Resolution at point no.7 as set out in the accompanying Notice for the approval of Members.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

ITEM NO. 8:

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company at its Annual General Meeting ('AGM').

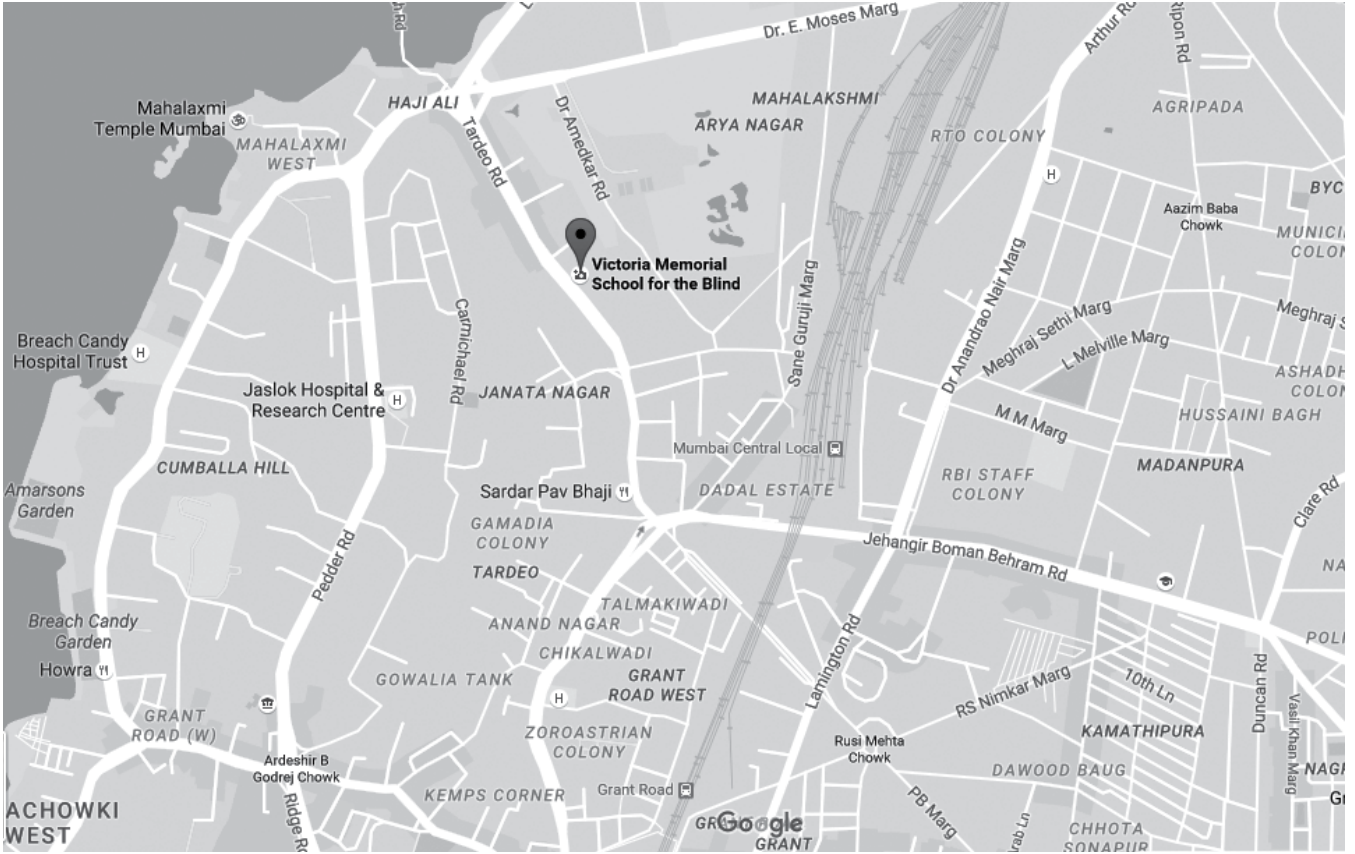
Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in Item No. 8 of the notice relating to serving the documents including financial statements to the Members of the Company in a requested mode. In view of this, the Board of Directors recommend the resolution as set out in Item No. 8 of the Notice for approval by the Members of the Company by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

By order of the Board
For **Compugae Infocom Limited**,
Sd/-
Disha Shah
Company Secretary

Mumbai, 14th August 2017

ROUTE MAP





*Speed
Reliability
Value Performance*

COMPUAGE INFOCOM LIMITED

CIN: L99999MH1999PLC135914

Regd Office: D-601/602 & G-601/602, Lotus Corporate Park, Graham Firth Steel Compound, Western Express Highway, Goregaon (East), Mumbai – 400 063.

Tel: 022-6711 4444. Fax: 022-6711 4445

Email: investors.relations@compuageindia.com | Website: www.compuageindia.com

E-COMMUNICATION REGISTRATION FORM

To,
LINK INTIME INDIA PRIVATE LIMITED
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai - 400 083.

REF: Green Initiative in Corporate Governance

Dear Sir/Madam,

I agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending communication through e-mail.

Folio No. : _____
DP ID : _____
Client ID : _____
PAN : _____
Name of 1st Registered Holder : _____
Name of Joint Holder(s) : _____
Registered Address : _____
E-mail ID : _____
Date : _____
Signature of the first holder : _____

Important Notes:

- 1) On registration, all the communication will be sent to the e-mail ID registered in the Folio/DP ID & Client ID.
- 2) The form is also available on the website of the Company www.compuageindia.com
- 3) Shareholders are also requested to keep RTA informed as and when there is any change in the e-mail address.

Unless the email Id given above is changed by you by sending another communication in writing, the RTA will continue to send the notices/documents to you on the above mentioned e-mail ID.



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Tel: 022-6711 4444. Fax: 022-6711 4445

Email: investors.relations@compuageindia.com | Website: www.compuageindia.com

Form No. MGT-11 Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L99999MH1999PLC135914
Name of the Company : COMPUAGE INFOCOM LIMITED
Registered office : D-601/602 & G-601/602, Lotus Corporate Park, Graham Firth Steel Compound, Western Express Highway, Goregaon (East), Mumbai – 400 063.

Name of the Member(s)	:	
Registered address	:	

E-mail Id:	Folio No/ Client Id:	DP ID:

I / We, being the Member(s) of _____ shares of the above mentioned Company, hereby appoint

- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him/her
- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him/her
- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eighteenth Annual General Meeting of the Company, to be held on Saturday, 23rd day of September, 2017 at 10:00 A.M. at Victoria Memorial School for Blind, Tardeo Road, Opp. Film Centre, Mumbai- 400034 thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No.	Particulars of resolution
1.	Adoption of Financial Statements for the year ended 31 st March 2017
2.	To declare a dividend on Equity shares
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
4.	To re-appoint M/s. Bhogilal C. Shah and Co., Chartered Accountant (Firm Registration No. 101424W) as the Statutory Auditors of the Company and fix their remuneration
5.	To appoint Branch Auditors and fix their remuneration.
6.	To re-appoint Mr. Atul H. Mehta (DIN: 00716869) as Managing Director
7.	To re-appoint Mr. Bhavesh H. Mehta (DIN: 00740861) as a Whole-time Director
8.	To consider Shareholders' request on service of documents

Signed this _____ day of _____ 2017

Signature _____

Signature of Proxy holder _____

Affix a One
Rupee
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



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Tel: 022-6711 4444. Fax: 022-6711 4445

Email: investors.relations@compuageindia.com | Website: www.compuageindia.com

ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on Saturday, 23rd September 2017 at 10.00 A.M.
at Victoria Memorial School for Blind, Tardeo Road, Opp. Film Centre, Mumbai- 400034.

Folio No. : _____

DP ID : _____

Client ID : _____

Name of the Member : _____

Signature of the Member : _____

Name of the Proxyholder : _____

Signature of the Proxyholder : _____

Notes:

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

