

Speed
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COMPUAGE INFOCOM LTD

23rd September 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

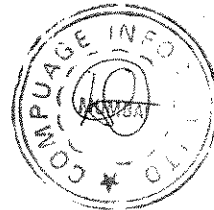
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**Sub: Outcome/Proceedings of the 18th Annual General Meeting (AGM) held on
Saturday, 23rd September 2017**

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, 23rd September 2017, 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 10.20 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 14th August 2017, 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 2017 along with Directors' Report and Auditor's Report thereon.
2. Declaration of final dividend of 0.40 Paise per Equity Share on the share having face value of Rs.2/- each.
3. Re-appointment of Mr. Atul H. Mehta (DIN: 00716869) as a Director of the Company who was liable to retire by rotation.



4. Appointment of M/s. Bhogilal C. Shah & Co., Chartered Accountants, having ICAI Firm Registration No. 101424W, as Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of 23rd AGM of the Company to be held in the year 2022 which shall be subject to ratification at every AGM and also 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, 2018.
6. Re-appointment and fixation of remuneration of Mr. Atul H. Mehta (DIN: 00716869) as a Managing Director of the Company for a period of 3 years commencing from 8th September 2017 to 7th September 2020.
7. Re-appointment and fixation of remuneration of Mr. Bhavesh H. Mehta (DIN: 00740861) as a Whole-time Director of the Company for a period of 3 years commencing from 18th October 2017 to 17th October 2020.
8. Shareholder request on service of documents.

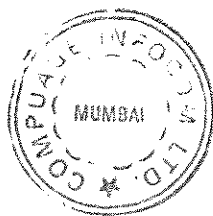
The Scrutinizer's Report together with results in respect of e-Voting and physical Poll (Ballot) Voting shall be submitted to the Exchanges immediately on receipt of the same, within the prescribed time period.

Kindly take the same on your records and oblige.

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

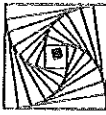


Disha Shah
Company Secretary



Place: Mumbai

Encl: Proceedings of the meeting



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COMPUAGE INFOCOM LTD

PROCEEDINGS OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMPUAGE INFOCOM LIMITED HELD ON SATURDAY, 23RD SEPTEMBER 2017 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
Mr. Vijay Agarwal - Non-executive & Independent Director

INVITEES:

Mrs. Manori Shah - Partner of M/s. B.V. Dalal & 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)

MEMBERS ATTENDANCE:

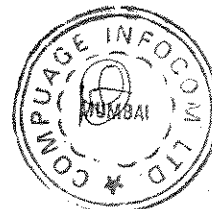
12 Members were present in person and 5 persons were present through proxies whose names appear in the Register of Proxies.

Ms. Disha Shah, CS, welcomed the Members and introduced them to the dignitaries on the dais. She requested the Chairman of the Company, Mr. Atul H. Mehta, to occupy the Chair. Mr. Atul H. Mehta took the Chair and welcomed the Members to the 18th Annual General Meeting of the Company. Being requisite quorum present, he put the meeting to order. Thereafter, leave of absence was recorded for Mr. Ganesh S. Ganesh and Mrs. Preeti Trivedi. He, further, informed that all the Statutory Registers were open for inspection.

Thereafter, 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 expressing his deep appreciation for the continued support of the management, employees, customers, suppliers, bankers, other stakeholders and Shareholders.

Subsequently, the Chairman requested the CS to provide briefs on the e-Voting procedure and asked her to her conduct the proceedings of the meeting. He also



ordered Poll on all the resolutions stated in the notice convening the meeting. Then, she explained the Members about e-Voting procedure.

With the consent of the Members, the notice convening the 18th 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 as there was no qualification, disclaimer, observation or adverse remark having impact on the financial statements of the Company and hence the same was taken as read. Similarly, there was no qualification, disclaimer, observation or adverse remark in Secretarial Audit Report and hence it was not required to be 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 2017 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 2017 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. Suresh Shenoy
Seconded by: Mr. Christopher Alphonso

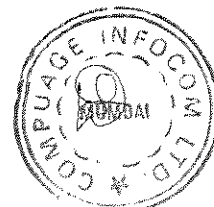
NEXT AGENDA No. 2: ORDINARY RESOLUTION

TO DECLARE A DIVIDEND OF 0.40 PAISE PER EQUITY SHARE:

"RESOLVED THAT the final dividend of 0.40 paise per Equity Share.e. 20% on face value of Rs.2/- each out of the profits of the financial year ending on 31st March 2017 on 58,73,99,995 Equity Shares of Rs.2/- 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. 16th September 2017.

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. Bimal Kumar Agarwal
Seconded by: Mr. Ganesh Malhotra



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

MOVING TO AGENDA No. 3: ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. ATUL H. MEHTA, MANAGING DIRECTOR, (DIN: 00716869) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

“RESOLVED THAT Mr. Atul H. Mehta, Managing Director having DIN: 00716869,, 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: Mr. Bimal Kumar Agarwal

Seconded by: Mr. Suresh Shenoy

Then, Mr. Atul H. Mehta vacated the Chair and Mr. Atul Mehta re-occupied it.

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 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 applicable taxes, re-imburement 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.”

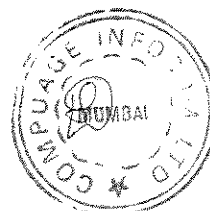
Proposed by: Mr. Christopher Alphonso

Seconded by: Mr. Suresh Shenoy

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

Proposed by: Mr. Nilesh Mistry
Seconded by: Mr. Bimal Kumar Agarwal

Since, Mr. Atul H. Mehta, is interested in next 2 resolutions, he vacated the Chair. With the consent of the Members present, Mr. Vijay Agarwal reoccupied the Chair for next 2 resolutions and conducted the meeting.

AGENDA No. 6: ORDINARY RESOLUTION

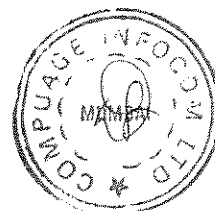
TO RE-APPOINT MR. ATUL H. MEHTA (DIN: 00716869) AS MANAGING DIRECTOR:

"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."

Proposed by: Mr. Nilesh Mistry
Seconded by: Mr. Ajay Mehta



AGENDA No. 7: ORDINARY RESOLUTION

TO RE-APPOINT MR. BHAVESH H. MEHTA (DIN: 00740861) AS A WHOLE-TIME DIRECTOR:

“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.”

Proposed by: Mr. Christopher Alphonso
Seconded by: Mr. Bimal Kumar Agarwal

Mr. Vijay Agarwal vacated the Chair and it was occupied by Mr. Atul Mehta.

AGENDA No. 8: ORDINARY RESOLUTION

SHAREHOLDER REQUEST ON SERVICE OF DOCUMENTS

“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."

Proposed by: Mr. Christopher Alphonso

Seconded by: Mr. Suresh Shenoy

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 25th September 2017 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 18th Annual 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: 10.20 a.m.

For Compuage Infocom Limited,



Disha Shah

Company Secretary

Place: Mumbai

Date: 23rd September 2017

