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COMPUAGE INFOCOM LTD

28th September 2018

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 19th Annual General Meeting (AGM) held on
Friday, 28th September 2018**

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 Friday, 28th September 2018, commenced at 10:06 a.m. at the Victoria Memorial School for Blind, Tardeo Road, Opposite Film Centre, next to Ginnar Tower, Mumbai - 400034 and concluded at 10.25 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 10th August 2018, 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 2018 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. Bhavesh H. Mehta (DIN: 00740861) as a Director of the Company who was liable to retire by rotation.



4. 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, 2019.
5. Approval to pay the aggregate annual remuneration to the Promoter - Executive Directors / Members of the Promoter Group exceeding 5% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013.

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.,

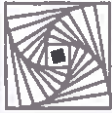


Disha Shah
Company Secretary



Place: Mumbai

Encl: Proceedings of the meeting



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COMPUAGE INFOCOM LTD

PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMPUAGE INFOCOM LIMITED HELD ON FRIDAY, 28TH SEPTEMBER 2018 AT 10.06 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:

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)

MEMBERS ATTENDANCE:

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

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 and Mrs. Preeti Trivedi. She, further, informed that all the Statutory Registers 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 19th 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, with Members consent Secretarial Audit Report was also 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 2018 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 2018 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. Bipin Shaparia

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 i.e. 20% on face value of Rs.2/- each out of the profits of the financial year ending on 31st March 2018 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 i.e. 20th September 2018.

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: Mrs. Veena Nemani

Seconded by: Mrs. Rasila Shaparia

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. BHAVESH H. MEHTA, DIRECTOR, (DIN:00740861) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

"RESOLVED THAT Mr. Bhavesh H. Mehta, Director having 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: Mr. Deepak Karia



Seconded by: Ms. Sneha Mistry

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

AGENDA No. 4: 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 2019 as may be mutually agreed upon by the Board of Directors and the Accountants.”

Proposed by: Ms. Pratima Shah

Seconded by: Mr. Vinod Thakkar

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

AGENDA No. 5: SPECIAL RESOLUTION

TO APPROVE THE AGGREGATE ANNUAL REMUNERATION PAYABLE TO THE PROMOTER - EXECUTIVE DIRECTORS /MEMBERS OF THE PROMOTER GROUP EXCEEDING 5% OF THE NET PROFITS OF THE COMPANY CALCULATED AS PER SECTION 198 OF THE COMPANIES ACT, 2013:

“RESOLVED THAT pursuant to sub regulation 6 (e) of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby accorded to pay the aggregate annual remuneration to the existing Promoters Executive Directors/Members of the Promoter Group exceeding 5 per cent of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 for the remaining tenure.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”



Proposed by: Mr. Harjivan Darji
Seconded by: Ms. Priyanka Shah

Conduct of the Poll:

Afterwards, 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 latest by 30th September 2018 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 19th Annual General Meeting of the Company.

Thereafter, vote of thanks was given to the Chair.

Time of commencement of meeting: 10.06 a.m.

Time of conclusion of meeting: 10.25 a.m.

For Compuage Infocom Limited,



Disha Shah
Company Secretary



Place: Mumbai

Date: 28th September 2018