

## NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of Compauge Infocom Limited will be held on Saturday, 24th day of September, 2016 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 March 31, 2016 and the reports of the Directors and the Auditors thereon.
2. To declare a dividend on Equity shares.
3. To appoint a Director in place of Mr. Bhavesh H. Mehta (DIN: 00740861), 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 though 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 (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.

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

By order of the Board  
For **Compauge Infocom Limited**,

Sd/-

**Disha Shah**

*Company Secretary*

Place: Mumbai

Date: August 5, 2016

### 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 authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorising 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, September 17, 2016 to Saturday, September 24, 2016 (both days inclusive) for the purpose of declaration of dividend, if any, approved by the Members.
4. The Dividend for the year ended March 31, 2016 as recommended by the Board, if approved by the Members at the Annual General Meeting will be paid on or after September 25, 2016 to those members whose names appear in the Company's Register of Members on September 16, 2016. 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) Listing 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 17th Annual Report 2015-16, inter alia, indicating the process and manner of e-voting along with 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 17th Annual Report 2015-16, inter alia, indicating the process and manner of e-voting along with Attendance Slip and

Proxy Form is being 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 March 31, 2016, 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 dematerialised 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 Private Limited upto the date of book closure  
  
**LINK INTIME INDIA PRIVATE LIMITED**  
C-13, Pannalal Silk Mills Compound, LBS Marg,  
Bhandup (West), Mumbai-400 078.
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 Company for the payment of dividend. The Company or its Registrars 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. The Securities and Exchange Board of India (SEBI) vide its Exit order no. WTM/RKA /MRD/47/2015 dated May 14, 2015 has now granted exit to Madras Stock Exchange ("MSE"). Subsequently, the securities of Company are no longer listed on MSE.

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	10.12.2017
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

Shareholders who have not encashed the dividend warrant(s) are requested to return the unpaid dividend warrant(s) for revalidation or write to the Company's Registrar & Share Transfer Agent at the above address to obtain duplicate dividend warrant 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 123 of the Companies, Act, 2013 (Sec 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 accounts. Members holding shares in physical form can submit their PAN details to the Company / Link Intime India Private Limited.

14. Members may also note that the electronic copy of the Notice of the 17th Annual General Meeting and the Annual Report 2016 will be available on the Company's website, [www.compuageindia.com](http://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](mailto:investors.relations@compuageindia.com).

15. Voting through electronic means:

- I. In compliance with 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 September 21, 2016 (9:00 am) and ends on September 23, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 17, 2016, 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.nsdl.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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to bhattivirendra@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 17th 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 17th AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (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 the downloads section of www.evoting.nsdl.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 September 17, 2016.
- 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. August 19, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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 Scrutiniser for providing facility to the members of the Company to scrutinise 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 scrutiniser, 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 Scrutiniser 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 scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised 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 Scrutiniser 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 authorised 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:

In terms of Section 152(6) of the Companies Act, 2013, Mr. Bhavesh H. Mehta shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

Mr. Bhavesh H. Mehta appointed as a Whole-time Director of the Company for a period of three years effective from October 18, 2014. As per the terms of his appointment, re-appointment at the AGM as a Director retiring by rotation would not constitute break in his appointment as a Whole-time Director.

Mr. Bhavesh H. Mehta, aged 43 is a Whole-Time Director at Compugate Infocom Limited (hereinafter referred to as "CIL"). He is a M. Com Graduate holding Master's degree in Commerce with a specialisation in marketing with expertise in the areas of Operations and Supply Chain Management. He joined CIL in October 2000 and has experience of more than 19 years in the IT Distribution Business. He has been a part of the core team and key managerial person that has enabled CIL to expand over the years.

In his long career with CIL since joining in 2000, apart from being responsible for Operations & Supply Chain Management, he advises on Business and Sales Strategies which leads to the company's

growth. 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.

He is not on the Board of any listed entity other than Compugate Infocom Limited wherein as on March 31, 2016, he holds 2848776 Equity Shares of the Company comprising to 24.25% of the paid up capital. He is a member of Corporate Social Responsibility Committee of Compugate Infocom Limited. He is brother of Mr. Atul H. Mehta, Chairman and Managing Director of the Company. Upon his re-appointment as a Director, Mr. Bhavesh H. Mehta shall continue to hold office as a Whole-time Director. Accordingly, the Board recommends his re-appointment.

By order of the Board  
For **Compugate Infocom Limited**,

Sd/-

**Disha Shah**

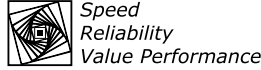
Company Secretary

Place: Mumbai

Date: August 5, 2016

## Route Map for AGM Venue





## 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-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai-400 078.

**RE: 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](http://www.compuageindia.com)
- 3) Shareholders are also requested to keep Company 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 Company will continue to send the notices/documents to you on the above mentioned e-mail ID.





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

### ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on Saturday, 24th September 2016 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 : \_\_\_\_\_

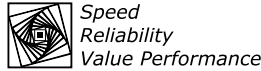
**Note:**

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.









### 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

### 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:
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I / We, being the member(s) of ..... shares of the above mentioned Company, hereby appoint

- 1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature: ....., or failing him/her
- 2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature: ....., or failing him/her
- 3. 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 Seventeenth Annual General Meeting of the Company, to be held on Friday, 25th day of September, 2016 at 10:00 am 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 31st March 2016
2.	To declare a dividend on Equity shares
3.	To appoint a Director in place of Mr. Bhavesh H. Mehta (DIN: 00740861), who retires by rotation and being eligible, offers himself for re-appointment
4.	To re-appoint M/s B.V. Dalal & Co., Chartered Accountant (Firm Registration No. 114214W) as the Statutory Auditors of the Company and fix their remuneration
5.	To appoint the Branch Auditors of the Company and to fix their remuneration

Signed this ..... day of ..... 2016

Signature .....

Signature of Proxy holder .....

Affix a One  
Rupee  
Revenue  
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.

