

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of Compuage Infocom Limited (hereinafter referred to as “**Company**”) will be held on Tuesday, 30th day of August, 2022 at 11:30 Hours IST through Video Conferencing (“hereinafter referred to as “**VC**”) / Other Audio Visual Means (hereinafter referred to as “**OAVM**”) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022, along with the Reports of the Board of Directors and the Auditors thereon;**
- 2. To declare dividend on Equity shares for the financial year ended 31st March, 2022.**
- 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 consider the re-appointment of M/s. Bhogilal C. Shah & Co., Chartered Accountants (Firm Registration No. 101424W), as the Statutory Auditors of the Company and fix their remuneration, and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Bhogilal C. Shah & Co., Chartered Accountants, Mumbai, having Firm Registration No. 101424W, be and is hereby re-appointed for a second term, as Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years from the conclusion of this 23rd Annual General Meeting of the Company till the conclusion of 28th Annual General Meeting of the Company to be held in the year 2027, on such remuneration plus reimbursement of all out-of-pocket in connection with the audit of the accounts of the Company, as may be mutually agreed upon by the Audit Committee and / or Board of Directors, in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

- 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, (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 authorized 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 terms 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 financial year ending 31st March, 2023, as may be mutually agreed upon by the Board of Directors and the Branch Auditors of the Company.”

- 6. To increase the borrowing powers of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:**

“**RESOLVED THAT** in supersession of the earlier Resolution passed by the Members of the Company via Postal Ballot dated 20th January, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to borrow, from time to time, all such money(ies) as may be deemed requisite for the purpose of business of the Company, upon such terms and conditions as the Board may deem fit, by way of advances, loans, inter corporate deposits, facility of any nature, Commercial Papers, Issue of Debentures / Bonds, rupee term loans / foreign currency loans and / or other

instruments, securities or otherwise, from anyone or more of the Company's bankers and / or from anyone or more other banks, persons, firms, companies / bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity / entities or authority / authorities, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from the Company's bankers / financial institutions in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves and securities premium, provided that the total amount up to which the money may be borrowed by the Company and outstanding at any given point of time shall not exceed the sum of **Rs. 1500 Crore** (Rupees Fifteen Hundred Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized, on behalf of the Company, from time to time, to arrange or settle the terms and conditions on which all such monies are to be borrowed as to interest, repayment, security or otherwise howsoever, as it may in its absolute discretion deem fit, necessary, proper, desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and to take decisions or steps, to do all other acts, deeds, matters and things as may be deemed fit, necessary and incidental for giving effect to the above resolution, including execution of all such documents, instruments and writings, as may be required.”

7. To create mortgage / charge over the assets of the Company and to consider, and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“**RESOLVED THAT** in supersession of the earlier Resolution passed by the Members of the Company via Postal Ballot dated 20th January, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), as amended from time to time, provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to create mortgage, charge and / or hypothecation, in addition to the existing mortgages, charges and hypothecation created by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events, in favour of banks, financial institutions, non-banking finance companies, co-operative banks, insurance companies, pension funds, investment institutions and their subsidiaries, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "**Lending Agencies**") or trustees for the holders of debentures / bonds and / or other instruments or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments (hereinafter referred to as the "**Borrowings**") provided that the total amount of Borrowings together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements / loan agreements / security trustee agreements to be entered into by the Company in respect of the Borrowings for which the charge is created shall not exceed **Rs. 1500 Crore** (Rupees Fifteen Hundred Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to mortgage, or otherwise offer as collateral, substantial property, assets and / or undertakings of the Company in certain events, to the lender(s) / investor(s) / agent(s) and / or trustee(s), to secure any kind of borrowings of the Company and to execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By order of the Board of Directors
For **Compuage Infocom Limited**,

Sd/-
Hasti Pala
Company Secretary

Date: 28th July, 2022

Place: Mumbai

Registered Office:

D-601/602 & G-601/602, Lotus Corporate Park,

Graham Firth Steel Compound,

Western Express Highway,

Goregaon (E), Mumbai – 400 063,

Maharashtra, India.

CIN: L99999MH1999PLC135914

Email: investors.relations@compuageindia.com

NOTES:

1. In view of the continuing global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (hereinafter referred to as “MCA”) vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular 02/2022 dated 5th May, 2022, (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (hereinafter referred to as “AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (hereinafter referred to as “Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company situated at D-601/602 & G-601/602, Lotus Corporate Park, Graham Firth Steel Compound, Western Express Highway, Goregaon (E), Mumbai – 400 063, Maharashtra, India.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021, SEBI Circular dated 13th May, 2022 (hereinafter referred to as “SEBI Circulars”), this Notice along with the Annual Report 2021-22, is being sent only through electronic mode to those Members whose email addresses are registered with the Company / depositories.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. The Members can join the AGM through VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC / OAVM shall be made available to at least 1000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. B. Narasimhan, COP No.: 10440 & FCS No.: 1303, Partner, BN & Associates, Company Secretaries, failing whom, Avinash Bagul, COP No.: 19862 & FCS No.: 5578, Partner, BNP & Associates, Company Secretaries, have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the e-Voting and remote e-Voting process in a fair and transparent manner.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body resolution / authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-Voting. The said resolution / authorization shall be sent to the Scrutinizer by email through its registered email address to bn@bnpassociates.in with a copy marked to investors.relations@compuageindia.com.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 24th August, 2022 to Tuesday, 30th August, 2022 (both days inclusive) (hereinafter referred to as “Book Closure”) for the purpose of the AGM.
9. The Dividend of Rs. 0.20 per equity share having face value of Rs. 2/- each (i.e. at the rate of 10%) for the year ended 31st March, 2022, as recommended by the Board, if approved by the Members at the AGM, shall be paid on or after 31st August, 2022, subject to deduction of tax at source (hereinafter referred to as “TDS”), to those Members whose names appear in the Company's Register of Members on Tuesday, 23rd August, 2022. 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 (hereinafter referred to as “NSDL”) and Central Depository Services (India) Limited (hereinafter referred to as “CDSL”) for this purpose. Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant /

Bankers' cheque / demand draft to such Members, subject to availability of postal services and / or courier services.

10. Details under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at the AGM, form integral part of this Notice.
11. Members may note that this Notice and the Annual Report 2021-22 will also be available on the Company's website at www.compuageindia.com, websites of the stock exchanges, i.e., BSE Limited (hereinafter referred to as "BSE") and National Stock Exchange of India Limited (hereinafter referred to as "NSE") at www.bseindia.com and www.nseindia.com respectively.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 23rd August, 2022, through email on investors.relations@compuageindia.com. The same will be replied by the Company suitably.
13. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. 1st April, 2020, and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (hereinafter referred to as "IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants (hereinafter referred to as "DPs") or in case shares are held in physical form, with the Company by sending documents by Tuesday, 23rd August, 2022, upto 17:00 Hours IST. For further details, Members are requested to refer the Finance Act, 2020 and amendments thereof.
14. Members who wish to give their mandate for receiving dividends directly in their bank accounts through Electronic Clearing System or any other means, are requested to follow the below mentioned procedure:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Link Intime India Pvt. Ltd. at mt.helpdesk@linkintime.co.in or at www.linkintime.co.in providing Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>Please contact your DPs and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

15. Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.
16. As per Regulation 40 of the Listing Regulations, as amended, requests for transfer, transmission and transposition of securities of listed companies shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (hereinafter referred to as "RTA / LIPL") at mt.helpdesk@linkintime.co.in for assistance in this regard.
17. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number / Folio Number and mobile number, to reach the Company's email address at investors.relations@compuageindia.com before 17:00 Hours IST on Tuesday, 23rd August, 2022. Queries that

remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

18. Members are requested to :-

- i. Write to the Company through email at investors.relations@compuageindia.com atleast 7 days before the AGM, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March, 2022.
- ii. Intimate to the RTA 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 DPs and not to the Company / RTA.
- iii. Quote Registered Folio no. or DP ID / Client ID no. in all their correspondence.
- iv. Approach the RTA of the Company for consolidation of folios.
- v. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Act and forward the same to the RTA, if not done. (Applicable for those holding shares in physical form).
- vi. Send all share transfer lodgments (physical mode) / correspondence to the RTA of the Company, upto the date of book closure.

RTA DETAILS:

LINK INTIME INDIA PRIVATE LIMITED

C 101, 247 Park,
L.B.S Marg, Vikhroli (West),
Mumbai – 400 083.

19. The Company's shares are listed on BSE and NSE and applicable listing fees have been paid upto the date.

20. Members are requested to note that, 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 (hereinafter referred to as "IEPF") of the Central Government. The shares in respect of such unclaimed dividends for a period of seven consecutive years are also liable to be transferred to the Demat account of the IEPF. In view of this, **Members / Claimants are requested to claim their unpaid / unclaimed dividends from FY 2014-15 till date, on or before 17th October, 2022.** The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF, in Form IEPF-5 available on www.iepf.gov.in.

Dividend	Date of declaration of Dividend	Due for transfer to IEPF
2014-15 (Final)	25.09.2015	23.10.2022
2015-16 (Final)	24.09.2016	29.10.2023
2016-17(Final)	23.09.2017	25.10.2024
2017-18 (Final)	28.09.2018	02.11.2025
2018-19 (Final)	21.08.2019	23.09.2026
2019-20 (Final)	18.08.2020	18.09.2027
2020-21 (Final)	15.09.2021	20.10.2028

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 RTA at the above address to obtain duplicate dividend draft, immediately.

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
22. During the AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investors.relations@compuageindia.com, latest by 29th August, 2022 upto 15:00 Hours IST.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
24. Any person, who acquires shares of the Company and becomes its Member after the sending of this Notice and holds shares as on the cut-off date for e-Voting, i.e., Tuesday, 23rd August, 2022, may obtain the Login ID and

Password by sending a request to enotices@linkintime.co.in. However, if he / she is already registered with LIPL for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

25. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Act, 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 Listing Regulations, the Company is pleased to provide the Members with facility to exercise their right to vote on resolutions proposed to be considered at the 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 during the AGM will be provided by LIPL.

- I. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- II. The remote e-Voting period commences on Saturday, 27th August, 2022, 9:00 Hours IST and ends on Monday, 29th August, 2022, 17:00 Hours IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date for e-Voting, i.e., on Tuesday, 23rd August, 2022, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by LIPL for voting thereafter.
- III. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, 23rd August, 2022. Subject to receipt of requisite number of votes, the resolutions passed by remote e-Voting are deemed to have been passed as if they have been passed at the AGM, i.e., Tuesday, 30th August, 2022.
- IV. 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, i.e., Tuesday, 23rd August, 2022, shall be entitled to avail the facility of remote e-Voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e., Tuesday, 23rd August, 2022, may obtain the User ID and password by duly following the procedure mentioned in Para 24 above.
- V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Members who are present during the AGM through VC / OAVM but have not cast their votes by availing the remote e-Voting facility. The e-Voting module during the AGM shall be disabled by LIPL for voting 30 minutes after the conclusion of the AGM.

Remote e-Voting instructions for Shareholders are as follows:

Pursuant to SEBI circular dated 9th December, 2020, on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their User ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-voting service provider name to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

<p>Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. E. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode and e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.

- In case shareholders / members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders / members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL / CDSL have forgotten the password:

- Shareholders / members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders / members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders / members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL / CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode / Institutional shareholders and e-voting service provider is LINKINTIME:

In case shareholders / members holding securities in physical mode / Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to notices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and Manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “Company” and ‘Event Date’ and register with your following details: -

- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders / members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders / Members to speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the Company through email on investors.relations@compuageindia.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

NOTE: Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.

Instructions for Shareholders / Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer / moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour / Against” as desired. Enter the number of shares (which represents number of votes) as on the cut-off date under ‘Favour / Against’.
5. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

NOTE: Shareholders / Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting. Shareholders / Members who have voted through remote e-voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.

Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders / members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings:

For a smooth experience of viewing the AGM proceedings of LIPL. InstaMEET, shareholders / members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>, OR
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:
 1. Enter your First Name, Last Name and Email ID and click on Join Now
 2. If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
 3. If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or [Run a temporary application](#). Click on [Run a temporary application](#), an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

General Guidelines for Shareholders:

- I. 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.
- II. 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, i.e., Tuesday, 23rd August, 2022, only shall be entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM.

Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian

/ **Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney, etc., together with attested specimen signature of the duly authorized representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- III. During the voting period, Shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- IV. Shareholders holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.
- V. In case the Shareholders have any queries or issues regarding e-Voting, please refer the Frequently Asked Questions (FAQs) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : +91 (022) – 4918 6000.
- VI. The Chairman shall, during the AGM / at the end of discussion / after every business item for the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by way of e-Voting system for the purpose of conducting a poll for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- VII. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes casted through remote e-Voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to BSE, NSE and RTA and will also be displayed on the Company's website at www.compuageindia.com and on the RTA's website at <https://instavote.linkintime.co.in>.
- VIII. The voting results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.compuageindia.com 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.



COMPUAGE INFOCOM LTD.
23rd AGM Notice

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

Details of Mr. Bhavesh H. Mehta (DIN: 00740861) with reference to Item No. 3 of this Notice:

Pursuant to Section 152(6) of the Act, Mr. Bhavesh H. Mehta (DIN: 00740861) is liable to retire by rotation at the ensuing 23rd AGM and being eligible, offers himself for re-appointment. Re-appointment at the ensuing 23rd AGM as a Director retiring by rotation would not constitute any break in his appointment as Whole-Time Director of the Company.

Mr. Bhavesh H. Mehta, aged 49, is a Whole-Time Director at the Company. He holds Master's degree in Commerce with a specialization in marketing with expertise in the areas of Operations and Supply Chain Management. In addition, he has wide-ranging experience and specialization in Logistics and Imports. He joined the Company on 18th October, 2000 and has experience of more than 25 years in the IT Distribution Business. He has been a part of the core team and key managerial person that has enabled the Company to expand over the years.

In his long career with the Company since joining in the year 2000, apart from being responsible for Operations and 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 holds 1,49,54,380 Equity Shares of the Company comprising to 23.02% of the paid up capital. He is one of the Members of Corporate Social Responsibility Committee of the Company. Upon his re-appointment as a Director, Mr. Bhavesh H. Mehta shall continue to hold office as a Whole-Time Director of the Company.

Directorship

He acts as a Director on the Board of Compuage Technologies Private Limited. He does not hold any Directorship or Chairmanship or Membership of Committees in other listed entity and he has not resigned as a Director from any listed entity in past three years.

Chairperson of Board Committees

None

Member of Board Committees

Corporate Social Responsibility Committee of CIL

Shareholding in the Company

As on 31st March, 2022, Mr. Bhavesh H. Mehta holds 1,49,54,380 Equity Shares of the Company.

Relationships between Directors inter-se

Brother of Mr. Atul H. Mehta, Chairman and Managing Director (DIN: 00716869)

Terms and conditions of re-appointment

Appointment as Whole-Time Director, liable to retire by rotation

Details of remuneration last drawn (FY 2021-22)

Rs.1,20,00,000/- p.a.

Details of proposed remuneration

As approved by the Members of the Company at the 21st AGM held on 18th August, 2020

Number of Meetings of the Board attended during the financial year 2021-22

9 out of 9

In view of the above, the Board recommends his re-appointment.

Explanatory Statement
(Pursuant to Section 102 of the Act and Regulation 36 of the Listing Regulations)

Item No. 4:

M/s Bhogilal C. Shah & Co., Chartered Accountants, having Firm Registration No. 101424W, were appointed as Statutory Auditors of the Company at the 18th Annual General Meeting for a first term to hold office for 5 (Five) consecutive years from the conclusion of 18th AGM till the conclusion of 23rd AGM of the Company to be held in the year 2022.

M/s Bhogilal C. Shah & Co., Chartered Accountants are eligible to be re-appointed for a second term of 5 (Five) consecutive years. In accordance with the provisions of the Section 139, 141, 142 and other applicable provisions, if any, of the Act read with Companies (Audit and Auditors) Rules, 2014 and Listing Regulations, M/s Bhogilal C. Shah & Co., Chartered Accountants have provided their consent and eligibility certificate to that effect that, their re-appointment, if made, would be in compliance with the applicable laws.

Subject to approval of the shareholders of the Company, the Board of Directors at its Meeting held on 28th July, 2022, based on recommendation of the Audit Committee, have approved the re-appointment of the M/s Bhogilal C. Shah & Co., Chartered Accountants, as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years, from the conclusion of this 23rd AGM till the conclusion of 28th AGM of the Company to be held in the year 2027. The proposed remuneration to be paid to the Statutory Auditors for the financial year 2022-23 is Rs.20 Lakh (Rupees Twenty Lakh Only). For the remaining period of the second term, the remuneration to be paid shall be mutually agreed between the Audit Committee and / or Board of Directors and Statutory Auditors of the Company from time to time.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 6:

The Members of the Company had authorized the Board of Directors of the Company, to borrow, from time to time a sum or sums of monies not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore Only), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Act vide Special Resolution passed through Postal Ballot dated 20th January, 2015.

Taking into account the business operations and ambitious future growth plans of the Company and to cater to the working capital needs, it is proposed to enhance the borrowing limits to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1500 Crore (Rupees Fifteen Hundred Crore Only).

Pursuant to the provisions of the Section 180(1)(c) of the Act and rules made thereunder, the borrowings of the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from the Company's bankers / financial institutions in the ordinary course of business) obtained or to be obtained in excess of the paid-up share capital of the Company, its free reserves and securities premium, require the approval of the Members of the Company by way of Special Resolution.

In light of the above, it is proposed to enhance the borrowing powers of the Company for a sum not exceeding Rs. 1500 Crore (Rupees Fifteen Hundred Crore Only).

Accordingly, the Board recommends the Special Resolution, set out at Item No. 6 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 7:

The Members of the Company had, vide Special Resolution passed through Postal Ballot dated 20th January, 2015, accorded their approval under Section 180(1)(a) of the Act, to create securities for borrowings by creation of mortgage, charge and / or hypothecation on movable and immovable assets of the Company.

The proposed borrowings of the Company may, if necessary, be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of the lenders / holders of securities / trustees for the holders of the said securities as mentioned in the resolution at item No. 7. As the documents to be executed between the lenders / security holders / trustees for the



COMPUAGE INFOCOM LTD.
23rd AGM Notice

holders of the said securities and the Company, may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act for creation of charges / mortgages / hypothecations for an amount not exceeding Rs. 1500 Crore (Rupees Fifteen Hundred Crore Only).

In view of the revision in the borrowing limit as set out in Item No. 6, the Board recommends a revision in the limit up to which charge can be created on assets / properties in line with the revised borrowing limit.

Accordingly, the Board recommends the Special Resolution, set out at Item No. 7 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned or interested, financially or otherwise, in the aforesaid resolution.

By order of the Board of Directors
For **Compuage Infocom Limited**,

Sd/-
Hasti Pala
Company Secretary

Date: 28th July, 2022
Place: Mumbai

Registered Office:

D-601/602 & G-601/602, Lotus Corporate Park,
Graham Firth Steel Compound,
Western Express Highway,
Goregaon (E), Mumbai – 400 063,
Maharashtra, India.
CIN: L99999MH1999PLC135914
Email: investors.relations@compuageindia.com