

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the Members of Compuage Infocom Limited will be held on Tuesday, 18th day of August, 2020 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2020 and the reports of the Directors and the Auditors thereon.**
- 2. To declare dividend on Equity shares for the financial year ended 31st March, 2020.**
- 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.**

SPECIAL BUSINESS:

- 4. 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 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 year ending 31st March, 2021, as may be mutually agreed upon by the Board of Directors and the Accountants.”

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Atul H. Mehta (DIN: 00716869) as Managing Director of the Company for a period of five years with effect from 8th September, 2020, at such salary, 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 salary in such manner as may be agreed between the Board of Directors and Mr. Atul H. Mehta.

RESOLVED FURTHER THAT the salary 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.”

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Bhavesh H. Mehta (DIN: 00740861) as Whole-Time Director of the Company for a period of five years with effect from 18th October, 2020, at such salary, 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 salary in such manner as may be agreed between the Board of Directors and Mr. Bhavesh H. Mehta.

RESOLVED FURTHER THAT the salary payable to Mr. Bhavesh H. Mehta (DIN: 00740861), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with Schedule V of the said Act or such other limits as may be prescribed from time to time.

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

7. **To appoint Mr. Ajay H. Mehta (DIN: 00686327) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, Mr. Ajay H. Mehta (DIN: 00686327), who was appointed as Additional Director of the Company with effect from 18th July, 2020, and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing, from a member proposing his candidature for the office of Director liable to retire by rotation, be and is hereby appointed as Director of the Company, liable to retire by rotation, without any remuneration.

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.”

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

Sd/-

Atul H. Mehta
Chairman and Managing Director

Place: Mumbai

Date: 18th July, 2020

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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (hereinafter referred to as “MCA”) has, vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (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 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.
4. Since this AGM is being held through VC / OAVM, the facility for appointment of proxy by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
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. Mr. Virendra G. Bhatt, Practicing Company Secretary, (C.P. No.124) has been appointed for as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
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 bhattvirendra1945@yahoo.co.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 Tuesday, 11th August, 2020 to Tuesday, 18th August, 2020 (both days inclusive) for the purpose of declaration of dividend, if any, approved by the Members.
9. The Dividend for the year ended 31st March, 2020 as recommended by the Board, if approved by the Members at the Annual General Meeting, will be paid on or after 19th August, 2020 to those members whose names appear in the Company's Register of Members on 10th August, 2020. 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.
10. Details under Regulation 36 of the SEBI Listing Regulations 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.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20, is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.compuageindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited 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 11th August, 2020 through email on investors.relations@compuageindia.com. The same will be replied by the Company suitably.
13. Members may note that pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the Members with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source at the prescribed rates for various categories. Members are requested to refer the Finance Act, 2020 and amendments thereof.
14. Members are requested to :-

- i. Write to the Company through email at investors.relations@compuageindia.com atleast 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March, 2020.
- ii. 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.
- iii. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
- iv. Approach the R&TA of the Company for consolidation of folios.
- v. 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).
- vi. Send all share transfer lodgments (physical mode) / correspondence to the R&TA of the Company, Link Intime India Private Limited, upto the date of book closure.

LINK INTIME INDIA PRIVATE LIMITED

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

15. 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.
16. In compliance with the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 members who wish to give their mandate for receiving dividends directly in their bank accounts through Electronic Clearing System (ECS) or any other means, are requested to follow the below mentioned procedure:

| | |
|------------------|--|
| Physical Holding | Send a request to the Registrar and Transfer Agents of the Company, Link Intime India Pvt. Ltd. at rnt.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. |
|------------------|--|

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|---------------|--|
| | <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ul 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 | Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP. |

17. In compliance with the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA, shareholders whose bank account details are not available with the Company, dividend warrants / cheques shall be dispatched to them by way of post, on normalization of postal services.
18. The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited and applicable listing fees have been paid upto the date.
19. 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 |
|-----------------|--|--------------------------------------|
| 2012-13 (Final) | 07.09.2013 | 07.11.2020 |
| 2013-14 (Final) | 23.08.2014 | 21.10.2021 |
| 2014-15 (Final) | 25.09.2015 | 23.11.2022 |
| 2015-16 (Final) | 24.09.2016 | 29.11.2023 |
| 2016-17 (Final) | 23.09.2017 | 25.11.2024 |
| 2017-18 (Final) | 28.09.2018 | 02.12.2025 |

| | | |
|-----------------|------------|------------|
| 2018-19 (Final) | 21.08.2019 | 23.10.2026 |
|-----------------|------------|------------|

Shareholders who have not encashed the dividend draft(s) are requested to return the unclaimed/unpaid dividend draft(s) for revalidation or write to the Company's Registrar & Share Transfer Agent at the above address to obtain duplicate dividend draft, immediately.

20. Members are requested to note that the dividend which remains Unclaimed / Unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 125 of the Companies Act, 2013 (Section 205A & 205 C of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund (IEPF).
21. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form shall submit their PAN details to Link Intime India Private Limited.
22. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, General Circular No. 20/2020 dated 5th May, 2020, given by MCA and Regulation 44 of the SEBI 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 Link Intime India Private Limited (hereinafter referred to as "LI IPL").

- 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, 15th August, 2020 (9:00 am) and ends on Monday, 17th August, 2020 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 10th August, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be

disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Remote e-Voting instructions for shareholders are as follows:

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

Those who are first time users of LIPL, e-voting platform or holding shares in physical mode, have to mandatorily generate their own Password, as under:

▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- 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** Event No which is **200085** + 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.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- 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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

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.
8. 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.

If you 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.
- 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”. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account. In case shareholders/ members 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 enotices@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 Annual General Meeting 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.



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 Link Intime India Pvt. Ltd. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- III. 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 authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- IV. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- V. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- VI. 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 : 022 - 49186000.
- VII. 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.

- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting by way of e-voting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The 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.

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

1. Details of Mr. Bhavesh H. Mehta with reference to Items No. 3 and 6 of the accompanying Notice of the AGM:

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Bhavesh H. Mehta (DIN: 00740861) is liable to retire by rotation at the ensuing Twenty First AGM and being eligible offers himself for re-appointment. Re-appointment at the AGM as a Director retiring by rotation would not constitute break in his appointment as Whole-Time Director.

Mr. Bhavesh H. Mehta, aged 47, is a Whole-Time Director at Compuage Infocom Limited (hereinafter referred to as "CIL"). He is a M. Com Graduate holding Master's degree in Commerce with a specialization 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 23 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 the year 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 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



CIL. He is a brother of Mr. Atul H. Mehta, Chairman and Managing Director and of Mr. Ajay H. Mehta, Additional 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. In view of the above, the Board recommends his re-appointment.

Companies (other than CIL) in which Mr. Bhavesh H. Mehta holds Directorship and Committee membership.

Directorship

He does not act as a Director on the Board of any other company.

Chairperson of Board Committees

None

Member of Board Committees

Corporate Social Responsibility Committee of CIL

Shareholding in the Company

As on 31st March, 2020, Mr. Bhavesh H. Mehta holds 1,49,54,380 Equity Shares of the Company.

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

2. Details of Mr. Atul H. Mehta with reference to Item No. 5 of the accompanying Notice of the AGM:

Pursuant to the ordinary resolution passed by the members of the Company at the Eighteenth Annual General Meeting of the Company held on 23rd September, 2017, the tenure of Mr. Atul H. Mehta (DIN: 00716869), as Managing Director of the Company, shall cease on 7th September, 2020. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has thereby accorded for seeking approval of the members of the Company at the ensuing Twenty-First Annual General Meeting, to re-appoint Mr. Atul H. Mehta as Managing Director of the Company, for a further term of 5 years with effect from 8th September, 2020.

Mr. Atul H. Mehta, aged 60, is the Chairman and Managing Director at CIL. He holds vast industry experience and has overall knowledge in managing the Company strategically, handling operational responsibility for the entire portfolio of the Company's offerings. He promotes team management, encourages talent management and leadership development, builds client relationship management. His religious dedication of over 30 years has taken

this Company to new scales and his future outlook will help in shaping the Company's growth.

He is a Bachelor of Commerce Graduate from University of Mumbai, India and completed Masters in Business Administration with specialization in Finance from University of Portland, USA. He is not on the Board of any other listed entity. He holds 1,49,54,370 Equity Shares of the Company comprising to 23.02% of the paid up capital. He is one of the members of Stakeholders' Relationship Committee of CIL. He is a brother of Mr. Bhavesh H. Mehta, Whole-Time Director and of Mr. Ajay H. Mehta, Additional Director of the Company. Upon his re-appointment as a Managing Director, Mr. Atul H. Mehta shall continue to hold office as Chairman.

Companies (other than CIL) in which Mr. Atul H. Mehta holds Directorship and Committee membership.

Directorship

He acts as a Director on the Board of other below mentioned Company:

| Sr. No. | Names of the Companies | Nature of interest or concern |
|----------------|---|--------------------------------------|
| 1. | Akay Filtips Private Limited | Director |
| 2. | Compuage Infocom (S) Pte. Limited | Director |
| 3. | Inga Advisors Private Limited | Director |
| 4. | Technology Distribution Association of India (Sec 25 of the Companies Act, 1956) | Director |
| 5. | Inga Ventures Private Limited | Director |

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

As on 31st March, 2020, Mr. Atul H. Mehta holds 1,49,54,370 Equity Shares of the Company.

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

3. Details of Mr. Ajay H. Mehta (DIN: 00686327) with reference to Item No. 7 of the accompanying Notice of the AGM:

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors has thereby accorded for seeking approval of the members of the Company at the ensuing Twenty-First Annual General Meeting, to appoint Mr. Ajay H. Mehta (DIN: 00686327), as Director of the Company, liable to retire by rotation.

Mr. Ajay H. Mehta, aged 56 years, is a M. Com Graduate holding Master's degree in Commerce with expertise in the areas of Sales and Marketing having a vast experience of 30 years. He is not on the Board of any other listed entity. He holds 79,94,240 Equity Shares of the Company comprising to 12.30% of the paid up capital. He is a brother of Mr. Atul H. Mehta, Chairman and Managing Director and of Mr. Bhavesh H. Mehta, Whole-Time Director of the Company.

Companies (other than CIL) in which Mr. Ajay H. Mehta holds Directorship and Committee membership.

Directorship

He acts as a Director on the Board of other below mentioned Company:

| Sr. No. | Names of the Companies | Nature of interest or concern |
|----------------|--|--------------------------------------|
| 1. | Splendid Digital Solutions Limited | Director |
| 2. | Trillizo Holdings Limited | Director |
| 3. | Pristine Care Products Private Limited | Director |

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

As on 31st March, 2020, Mr. Ajay H. Mehta holds 79,94,240 Equity Shares of the Company.

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

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

Item No. 5:

The current tenure of Mr. Atul H. Mehta as Managing Director will cease on 7th September, 2020. The Board of Directors of the Company, at its meeting held on 18th July, 2020, has subject to the approval of Members, re-appointed Mr. Atul H. Mehta as Managing Director, for a period of 5 (five) years commencing from 8th September, 2020, to 7th September, 2025, as recommended by the Nomination and Remuneration Committee (NRC) of the Board at a salary which shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.

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

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

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be Rs.1,20,00,000/- p.a. (Rupees One Crore Twenty Lakhs only).

B. PERQUISITES

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

a. Provident Fund:

Contribution to the Provident Fund shall be as per the rules of the Company.

b. Gratuity:

Payable in accordance with the rules of the Company but at a rate not exceeding half month's basic salary for each completed year of service.

c. Leave Encashment:

Encashment of leave at the end of his tenure as per policy of the Company.

d. House rent allowance, general allowance, club fees, group personal accident insurance, group mediclaim and group term insurance shall be as per Company's policy.

e. Car(s) and telephone(s) will be provided at residence for official use. The Company shall bill personal long distance calls on telephone to the said Managing Director.

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

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

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

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

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

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

A copy of the agreement regarding appointment of Managing Director is available for inspection by any member of the Company through request raised on investors.relations@compugateindia.com during 11:00 a.m. to 3:00 p.m. on all working days

except Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013.

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

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

Mr. Atul H. Mehta, has been receiving remuneration of Rs.1,68,00,000/- for past three years as approved by the members via Ordinary Resolution dated 23rd September, 2017. The Nomination and Remuneration Committee alongwith Board of Directors are of the view that the proposed salary is commensurate to his profile and portfolio, size of the Company, etc.

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

Your Directors recommend the Ordinary Resolution at point no. 5 as set out in the accompanying Notice for the approval of the Members

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

Item No. 6:

The current tenure of Mr. Bhavesh H. Mehta as Whole-Time Director will cease on 17th October, 2020. The Board of Directors of the Company, at its meeting held on 18th July, 2020, has, subject to the approval of Members, re-appointed Mr. Bhavesh H. Mehta as Whole-Time Director, for a period of 5 (five) years commencing from 18th October, 2020 to 17th October, 2025, as recommended by the Nomination and Remuneration Committee (NRC) of the Board at a salary which shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.

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

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

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be Rs.1,20,00,000/- p.a. (Rupees One Crore Twenty Lakhs only).

B. PERQUISITES

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

a. Provident Fund:

Contribution to the Provident Fund shall be as per the rules of the Company.

b. Gratuity:

Payable in accordance with the rules of the Company but at a rate not exceeding half month's basic salary for each completed year of service.

c. Leave Encashment:

Encashment of leave at the end of his tenure as per policy of the Company.

- f. House rent allowance, general allowance, club fees, group personal accident insurance, group mediclaim and group term insurance shall be as per Company's policy.
- g. Car(s) and telephone(s) will be provided at residence for official use. The Company shall bill personal long distance calls on telephone to the said Whole-Time Director.

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

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

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

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

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

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

A copy of the agreement regarding appointment of Whole-Time Director is available for inspection by any Member of the Company through request raised on investors.relations@compuageindia.com during 11:00 a.m. to 3:00 p.m. on all working days except Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.



The Explanatory Statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 190 of the Companies Act, 2013.

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

Mr. Bhavesh H. Mehta is a B. Com Graduate holding Master's degree in Commerce with a specialization in marketing with expertise in the areas of Operations and Supply Chain Management. His experience of more than 23 years in the IT industry has led to growth of the business. He has taken many challenging roles and responsibilities for driving growth in the Company which includes constant endeavor to improve the systems and processes, enhancing productivity and bringing new relationships on the table for the Company.

Mr. Bhavesh H. Mehta, has been receiving remuneration of Rs.1,68,00,000/- for past three years as approved by the members via Ordinary Resolution dated 23rd September, 2017. The Nomination and Remuneration Committee alongwith Board of Directors is of the view that the proposed salary is commensurate to his profile and portfolio, size of the Company, etc. Considering his continued contribution and importance in the Company, shareholders' approval is sought to pay minimum salary to him in the form of salary, perquisites and other benefits. The shareholders may also please note that the salary that has been approved by the Nomination and Remuneration Committee and the Board as minimum salary is in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and Schedule V of the said Act for his ensuing tenure as Whole-Time Director.

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

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

Item No. 7:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 18th July, 2020, approved the appointment of Mr. Ajay H. Mehta (DIN: 00686327) as an Additional Director of the Company, without any remuneration and his term expires at this Annual General Meeting. The Company has received a notice in writing, under the provisions of section 160 of the Companies Act, 2013, from a member



proposing his candidature for the office of Director, liable to retire by rotation. The Company has received the following documents from Mr. Ajay H. Mehta:

- Consent in writing to act as Director in Form DIR-2 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014.
- Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013, and
- Notice of interest in companies in Form MBP-1 pursuant to section 184(1) read with rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014.

Mr. Ajay H. Mehta is a M. Com Graduate holding Master's degree in Commerce with expertise in the areas of Sales and Marketing having a vast experience of 30 years. He is not on the Board of any other listed entity. He holds 79,94,240 Equity Shares of the Company comprising to 12.30% of the paid up capital. He is a brother of Mr. Atul H. Mehta, Chairman and Managing Director and of Mr. Bhavesh H. Mehta, Whole-Time Director of the Company.

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

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

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

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

Place: Mumbai
Date: 18th July, 2020

Sd/-
Atul H. Mehta
Chairman and Managing Director