



COMPUAGE INFOCOM LIMITED

CIN: L99999MH1999PLC135914

D - 601/602 & G - 601/602, Lotus Corporate Park, Graham Firth Steel Compound,
Western Express Highway, Goregaon (E), Mumbai 400 063, India.

Phone : 022-6711 4444, Fax : 022-6711 4445

E-mail : investors.relations@compuageindia.com Website : www.compuageindia.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force the resolutions appended below are proposed to be passed by the Members through Postal Ballot / Electronic Voting (e-Voting).

The explanatory statement pertaining to the aforesaid resolution setting out all material facts concerning item and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as a Shareholder of the Company is also enclosed herewith. The Board of Directors of the Company has appointed Shri Virendra G. Bhatt, Practicing Company Secretary (C. P. No. 124), as the Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed, business reply envelope, so as to reach the Scrutinizer not later than 5.00 p.m. IST on Monday, 6th May 2019. Please note that any Postal Ballot Form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted. In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Rules and amendments thereof, the Company is pleased to provide Electronic Voting ("e-Voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the said e-Voting facility to its Members.

Members desiring to opt for e-Voting facility are requested to read the instructions for e-Voting in the notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after completion of the scrutiny of Postal Ballots (including e-voting) on or before Friday, 10th May 2019. The Chairman or any other Director of the Company will announce the results on or before Friday, 10th May 2019 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, India and the same shall be displayed on the Company's website viz. www.compuageindia.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

SPECIAL BUSINESS:

1. Approval for issue and offer of Cumulative Non-Convertible Compulsorily Redeemable Preference Shares on Private Placement Basis :

To consider, to pass through Postal Ballot, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, ("the Act"), the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), and all other applicable laws, rules, regulations, press notes, notifications, any other guidelines and clarifications issued by the Government of India and also by any other statutory/regulatory authorities and subject to all such other approvals, permissions, consents and/or sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the Shareholders of the Company be and is hereby given to the Board of Directors of the Company (the "Board") to create, offer, issue and allot, on private placement basis, upto 1,00,00,000 (One Crore), 9% Cumulative Non-Convertible Compulsorily Redeemable Preference Shares having face value of Rs.10/- (Rupees Ten only) each ("CNCRPS"), at par, aggregating up to Rs.10,00,00,000/- (Rupees Ten Crores only), in one or more tranches, from time to time, by way of private placement to Karvy Capital Limited A/c. Demeter Portfolio on the terms mentioned in the explanatory statement and such other terms and conditions, as may be deemed appropriate by the Board.

RESOLVED FURTHER THAT subject to applicable laws, the terms of issue of the CNCRPS are as follows:

- The CNCRPS shall rank for dividend in priority to the Equity Shares of the Company for the time being of the Company;
- The claims of holder(s) of CNCRPS shall be subordinated to the claims of all senior/secured and unsecured/subordinated creditors but senior to the claims of the equity shareholders and shall rank pari-passu amongst themselves and with other preference shareholders of the Issuer
- The CNCRPS shall, in winding up be entitled to rank, as regards repayment of capital and dividend upto the commencement of the winding up, in priority to the Equity Shares;
- The CNCRPS shall not be entitled to participate in surplus funds on winding up;
- The CNCRPS shall not be entitled to participate in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- The payment of dividend on CNCRPS shall be on cumulative basis;
- The CNCRPS shall be redeemable;
- The voting rights of the persons holding the said CNCRPS shall be in accordance with the provisions of Section 47 (2) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force);
- The Company shall redeem the CNCRPS at the end of 96 months from the date of Allotment with a Put Option any time after the expiry of 24 months from the date of allotment at redemption premium being 3.00% per annum payable on the Face Value per CNCRPS in respect of each CNCRPS alongwith the redemption amount as per the provisions of the Companies Act, 2013;
- The allotment of CNCRPS shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of CNCRPS, and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject to compliance with the Companies Act, SEBI Regulations and other applicable laws and requisite approval of the allottee of the CNCRPS.

RESOLVED FURTHER THAT the Company be and is hereby authorized to seek admission of CNCRPS, to be issued by the Company, in the depository system of National Securities Depository Limited and/or Central Depository Services (India) Ltd. to issue the Preference shares in dematerialized form and enter into such agreements as may be required for the purposes of such dematerialization.

RESOLVED FURTHER THAT the Company be and is hereby authorized to appoint Link Intime India Private Limited as the Registrar and Transfer Agent upon such terms as may be mutually agreed upon.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to allot such number of securities in one or more tranches to allottee pursuant to this resolution, as may be thought fit or decided by the Board, to prescribe the forms of application, allotment, to enter into any agreements or other instruments and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Private Placement of the CNCRPS without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalise, modify the terms of the Schemes and to sign and execute deeds, applications, documents and writings as may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to aforesaid resolution and all the actions that may be taken by the Board or Committee duly constituted for this purpose in this connection be and are hereby ratified and confirmed in all respects."

2. Ratification pertaining to disclosures in the explanatory statement of the Extra Ordinary General Meeting (EGM) notice dated 31st January 2019:

To consider, to pass through Postal Ballot, the following resolution as a Special Resolution:-

"**RESOLVED THAT** consent of the Members of the Company be and is hereby accorded to ratify the disclosures made in the explanatory statement of the Extra Ordinary General Meeting (EGM) notice dated 31st January 2019 as mentioned below:

A. Erroneous disclosure of pre-percentage shareholding of Non-Promoter group as. 38.48% instead of 38.52% at point no. xii (a) and (b) and the same be read as under:

xii. a) Shareholding position on allotment of Equity Shares :

Sr. No.	Category	Pre-Issue as of December 31, 2018		Post-Issue*	
		Number of Equity	% of shareholding	Number of Equity	% of shareholding
	Sub-Total (B)	2,26,28,375	38.52%	2,70,72,816	41.67%

xii. b) Shareholding position on full conversion of OCPS into Equity Shares:

Sr. No.	Category	Pre-Issue as of December 31, 2018		Post-Issue*	
		Number of Equity	% of shareholding	Number of Equity	% of shareholding
	Sub-Total (B)	2,26,28,375	38.52%	3,07,76,519	44.81%

B. Omission of disclosure that 'none of the Promoter or Director of the Issuer Company is a willful defaulter' in accordance with Regulation 163 (1) (i) of SEBI (ICDR) Regulations, 2018.

C. Erroneous disclosure of 'Natural person who ultimately controls the Proposed Allottee' in the said notice be read as tabulated below:

Proposed Allottee	Correct disclosure of Natural person who ultimately controls the Proposed Allottee
Sunil Mahendrakumar Mehta Jt. Kamal Mahendrakumar Mehta	Sunil Mahendrakumar Mehta
Harjivan Muljibhai Darji Jt. Shakuntala Darji	Harjivan Muljibhai Darji

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to submit necessary documents with the Stock Exchanges and other appropriate authorities in connection with said ratification and to do all such acts, deeds, things as may be deemed necessary to give effect to the aforesaid resolution."

**By order of the Board
For Compuage Infocom Limited
Sd/-
Disha Shah
Company Secretary**

**Place : Mumbai
Date: 30th March 2019**

**Registered Office:
Compuage Infocom Limited
D- 601/602 & G - 601/602, Lotus Corporate Park,
Graham Firth Steel Compound, Western Express Highway,
Goregaon (E), Mumbai - 400 063.**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 and rules made there under stating out material facts pertaining to the above resolutions is annexed hereto along with a Postal Ballot Form for consideration of Members.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 29th March 2019.
3. The Board of Directors have appointed Shri. Virendra G. Bhatt, Practicing Company Secretary (C. P. No. 124), as Scrutinizer for conducting Postal Ballot voting process in a fair and transparent manner.
4. **Voting Options:**
- I. **E-Voting Facility :** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rules and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. Members have option to vote either through e-Voting or through physical Postal Ballot Form. If a Member has opted for e-Voting, then he/she should not vote by physical Postal Ballot. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting through e-Voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid. For this purpose, the Company has signed an agreement with the National Securities Depository Limited ("NSDL") for facilitating e-Voting. The instructions for e-Voting are annexed as Annexure I of the notes to this notice.
- II. **Voting through Physical Postal Ballot Form :** Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form with the Assent (For) or Dissent (Against), in the attached self-addressed envelope to the Scrutinizer not later than 5.00 p.m. on Monday, 6th May 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The self-addressed envelope attached to this notice bears the address to which the duly completed Postal Ballot form is to be sent.
5. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the Postal Ballots (including e-Voting). The Chairman or any other Director of the Company will announce the results on or before Friday, 10th May 2019 at the Registered Office of the Company and the same shall be displayed on the Company's website viz. www.compuageindia.com and shall be communicated to the Stock Exchanges where the Company's shares are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolutions.
6. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-Voting is being sent electronically to all the Members whose email ID's are registered with the Company/Depository Participant(s). For Members, who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
7. Members may request for a duplicate Postal Ballot Form, if so required or can download the same from the Company's website, and the same duly completed form should reach the Scrutinizer not later than the date and time specified above.
8. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 29th March 2019.
9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members.
10. The voting period commences on Sunday, 7th April 2019 at 9:00 a.m. and ends at 5:00 p.m. on Monday, 6th May 2019. The e-Voting module will be disabled by NSDL for voting thereafter.
11. Voting can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. A Member cannot exercise his vote by Proxy on Postal Ballot.
12. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.
13. All the documents referred to in Notice and Explanatory Statement are open for inspection by the Shareholders at the Registered Office of the Company on any working days, except Public Holidays, Saturdays and Sunday, between 12.00 noon to 4.00 p.m. up to 6th May 2019, the last date for receipt of Postal Ballot Forms.
14. Members are requested to register their e-mail id with Registrar and Transfer Agent (RTA), being Link Intime India Private Limited, C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai-400083, Tel. No.: 022-49186270, Fax No.: 022-49186060, E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.com

Annexure I

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1: Log-in to NSDL e-Voting website is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2: Cast your vote electronically on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhattvirendra1945@gmail.com or bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

In case of Shareholders receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps of 1 and 2 above, to cast vote.

EXPLANATORY STATEMENT

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

Item No.1:

Your Company availed Members approval at the Extra-ordinary General Meeting held on 1st March 2019 for offer and issue of 1,00,00,000 Optionally Convertible Preference Shares (OCPS) having face value of Rs.10/- (Rupees Ten only) each at par, aggregating to Rs.10,00,00,000/- (Rupees Ten Crore only) via Preferential Issue basis to Karvy Capital Limited A/C Demeter Portfolio. Since, Karvy Capital Limited A/C Demeter Portfolio is Portfolio Manager and the ultimate beneficial owners will be the unit holders of this portfolio. The OCPS to be allotted to Karvy Capital Limited A/C Demeter Portfolio would be held by it on behalf of its clients who would subsequently allocate to its clients on discretionary basis. Hence, it was not possible to identify the actual ultimate beneficial owners of the OCPS. Also, further allocation of OCPS by Karvy Capital Limited A/C Demeter Portfolio to its clients had to be processed within a span of twenty-four hours from the allotment as per SEBI (Portfolio Managers) Regulations, 1993 which was ideally not possible as the OCPS would be in locked-in mode. Under the circumstances, Karvy Capital Limited A/C Demeter Portfolio chose to withdrawn from the Preferential Issue and not infuse funds towards the OCPS.

Since, the Company is in need of funds to meet its general corporate purpose expenses after having pragmatic discussion; the Board at its meeting held on 30th March 2019 is of the view to raise funds by way of offer, issue and allotment of 1,00,00,000; 9% Cumulative Non-convertible Compulsorily Redeemable Preference Shares (CNCRPS) having face value of Rs.10/- (Rupees Ten only) each at par, aggregating to Rs.10,00,00,000/- (Rupees Ten Crore only) in one or more tranches to Karvy Capital Limited A/C Demeter Portfolio under Private Placement mode.

In terms of Sections 42, 55 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including statutory modifications and amendments, thereof and other applicable laws, the Company can undertake private placement after obtaining prior approval of the Shareholders by way of Special Resolution.

The proposed terms for issue of CNCRPS are as under:

i. Disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sr. No.	Particulars	Details
a)	Particulars of the offer including date of passing of Board resolution	Offer and issue of 1,00,00,000 (One Crore), 9% Cumulative Non-Convertible Compulsorily Redeemable Preference Shares having face value of Rs. 10/- (Rupees Ten Only) each ("CNCRPS") by Private Placement and the same was approved at the Board Meeting held on 30 th March 2019.
b)	Kinds of securities offered and the price at which security is being offered	Fully Paid-Up, Cumulative, Non-Convertible, Compulsorily Redeemable Preference Shares (CNCRPS). The CNCRPS will be offered/ issued (at par) at face value i.e. Rs.10/- per share.
c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	Valuation Report dated 25th March, 2019 issued by Registered Valuer.
d)	Name and address of valuer who performed valuation;	CA Rashmi Shah B-202, Hetal Business Centre, S.V. Road, Malad (W), Mumbai 400 064.
e)	Amount which the Company intends to raise by way of such securities	Rs.10,00,00,000/- (Rupees Ten Crore only)

f)	i. Material terms of raising such securities,	<p>a) The CNCRPS shall rank for dividend in priority to the Equity Shares of the Company for the time being of the Company;</p> <p>b) The claims of holder(s) of CNCRPS shall be subordinated to the claims of all senior/secured and unsecured/subordinated creditors but senior to the claims of the equity shareholders and shall rank pari-passu amongst themselves and with other preference shareholders of the Issuer.</p> <p>c) The CNCRPS shall, in winding up be entitled to rank, as regards repayment of capital and dividend upto the commencement of the winding up, in priority to the Equity Shares;</p> <p>d) The CNCRPS shall not be entitled to participate in surplus funds, assets and profits, on winding-up which may remain after the entire capital has been repaid;</p> <p>e) The payment of dividend on CNCRPS shall be on cumulative basis;</p> <p>f) The CNCRPS shall be redeemable;</p> <p>g) The voting rights of the persons holding the said CNCRPS shall be in accordance with the provisions of Section 47 (2) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force);</p> <p>h) The Company shall redeem the CNCRPS at the end of 96 months from the date of allotment with a Put Option any time after the expiry of 24 months from the date of allotment at redemption premium being 3.00% per annum payable on the Face Value per CNCRPS in respect of each CNCRPS alongwith the redemption amount as per the provisions of the Companies Act, 2013.</p> <p>i) The rate of dividend shall be 9.00% per annum on the Face Value of the CNCRPS, payable annually. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such CNCRPS.</p>
	ii. proposed time schedule;	The maximum time expected to complete the allotment is 6 months from the date of approval of the Members.
	iii. purposes or objects of offer;	The proceeds of the proposed preferential allotment will strengthen the financial position of the Company.
	iv. contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects;	None of the Promoters or Directors will make contribution in the said issue.
	v. principle terms of assets charged as securities	Not applicable as no securities will be provided in respect of the CNCRPS.

ii. Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014:

Sr. No.	Particulars	Details
i)	the size of the issue and number of preference shares to be issued and nominal value of each share	The Company considers to offer, issue and allot up to 1,00,00,000; 9% CNCRPS having face value of Rs.10/- (Rupees Ten only) each aggregating to Rs.10,00,00,000/- (Rupees Ten Crore only).
ii)	the nature of such shares	Fully Paid-Up, Cumulative, Non-Convertible, Compulsorily Redeemable Preference Shares (CNCRPS)
iii)	the objectives of the issue	The proposed issue of CNCRPS is being made by the Company to meet the general corporate purposes. The proceeds of the proposed issue will strengthen the financial position of the Company.
iv)	the manner of issue of shares	The CNCRPS is proposed to be issued by way of Private Placement to Karvy Capital Limited A/c Demeter Portfolio
v)	the price at which such shares are proposed to be issued;	The CNCRPS is proposed to be issued, at par, at face value of Rs.10/- (Rupees Ten only) each
vi)	the basis on which the price has been arrived at	Basis the valuation report of the Registered Valuer

vii)	the terms of issue, including terms and rate of dividend on each share, etc.;	<p>a) The CNCRPS shall rank for dividend in priority to the Equity Shares of the Company for the time being of the Company;</p> <p>b) The claims of holder(s) of CNCRPS shall be subordinated to the claims of all senior/secured and unsecured/subordinated creditors but senior to the claims of the equity shareholders and shall rank pari-passu amongst themselves and with other preference shareholders of the Issuer.</p> <p>c) The CNCRPS shall not be entitled to participate in surplus funds, assets and profits, on winding-up which may remain after the entire capital has been repaid;</p> <p>d) The payment of dividend on CNCRPS shall be on cumulative basis;</p> <p>e) The CNCRPS shall be redeemable;</p> <p>f) The voting rights of the persons holding the said CNCRPS shall be in accordance with the provisions of Section 47 (2) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force);</p> <p>g) The Company shall redeem the CNCRPS at the end of 96 months from the date of Allotment with a Put Option any time after the expiry of 24 months from the date of allotment at redemption premium being 3.00% per annum payable on the Face Value per CNCRPS in respect of each CNCRPS alongwith the redemption amount as per the provisions of the Companies Act, 2013;</p> <p>h) The rate of dividend shall be 9.00% per annum on the Face Value of the CNCRPS, payable annually. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such CNCRPS.</p>
viii)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<p>(a) Redemption date will be 96 months from the date of Allotment or exercise of Put Option anytime after the expiry of 24 months from the date of allotment, whichever is earlier;</p> <p>(b) The redemption amount shall be face value amount of Rs.10/- per CNCRPS plus any dividend accrued but not paid on any previous dividend Payment Date(s) as well as the Dividend accrued up to the Redemption Date plus the accrued redemption premium;</p> <p>(c) Redemption premium will be 3.00% per annum payable on the Face Value per CNCRPS in respect of each CNCRPS alongwith the redemption amount;</p> <p>(d) The CNCRPS are not convertible into Equity Shares.</p>
ix)	the manner and modes of redemption	<p>In pursuance of sub-rule (6) of rule 9 of the Companies (Share Capital & Debentures) Rules, 2014, the Company shall redeem the CNCRPS as per the terms specified in the Private Placement Offer Letter or as varied after due approval of holder(s) of the CNCRPS under section 48 of the Companies Act, 2013.</p> <p>In pursuance of section 55 of the Companies Act, 2013, the CNCRPS shall be redeemed out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption.</p>
x)	the current shareholding pattern of the Company	Please refer Annexure A.
xi)	the expected dilution in equity share capital upon conversion of preference shares.	The CNCRPS proposed to be allotted are non-convertible, there will be no dilution in the Equity Share Capital of the Company.

Annexure A - Current shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue as of December 31, 2018	
		Number of Equity Shares	% of Shareholding
A	Shareholding of Promoter and Promoter Group		
1	Promoter and Promoter Group	3,61,11,620	61.48%
	Sub Total (A)	3,61,11,620	61.48%
B	Non-Promoters' Shareholding		
1	Institutions	63,44,011	10.80%
2	Non-Institutions	98,31,889	16.74%
3	Bodies Corporate	31,62,733	5.38%
4	Others	32,89,742	5.60%
	Sub-Total (B)	2,26,28,375	38.52%
	GRAND TOTAL [(A) + (B)]	5,87,39,995	100.00%

The Board recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said resolution, except to the extent of their shareholding.

Item No.2:

It is informed to the Members that in the Extra-ordinary General Meeting notice dated 31st January 2019, there were errors in the disclosure of details in the Explanatory Statement to the said notice. Hence, it is impertinent to ratify the errors as stated below:

A. Erroneous disclosure of pre-percentage shareholding of Non-Promoter group as 38.48% instead of 38.52% at point no. xii (a) and (b) and the same be read as under:

xii. a) Shareholding position on allotment of Equity Shares:

Sr. No.	Category	Pre-Issue as of December 31, 2018		Post-Issue*	
		Number of Equity	% of shareholding	Number of Equity	% of shareholding
	Sub-Total (B)	2,26,28,375	38.52%	2,70,72,816	41.67%

xii. b) Shareholding position on full conversion of OCPS into Equity Shares:

Sr. No.	Category	Pre-Issue as of December 31, 2018		Post-Issue*	
		Number of Equity	% of shareholding	Number of Equity	% of shareholding
	Sub-Total (B)	2,26,28,375	38.52%	3,07,76,519	44.81%

B. Omission of disclosure that 'none of the Promoter or Director of the Issuer Company is a willful defaulter' in accordance with Regulation 163 (1) (i) of SEBI (ICDR) Regulations, 2018.

C. Erroneous disclosure of 'Natural person who ultimately controls the Proposed Allottee' in the said notice be read as tabulated below:

Proposed Allottee	Correct disclosure of Natural person who ultimately controls the Proposed Allottee
Sunil Mahendrakumar Mehta Jt. Kamal Mahendrakumar Mehta	Sunil Mahendrakumar Mehta
Harjivan Muljibhai Darji Jt. Shakuntala Darji	Harjivan Muljibhai Darji

The aforesaid ratifications would nullify the errors and omissions in the disclosure due to oversights in the previous EGM notice dated 31st January 2019.

Your Directors recommend the Members approval for the above special resolution by way of ratification.

None of the Directors / KMP and their relatives are interested in the resolutions as set out in the Notice except to the extent of their shareholding.

**By order of the Board
For Compuage Infocom Limited
Sd/-
Disha Shah
Company Secretary**

Place : Mumbai
Date: 30th March 2019

Registered Office:
Compuage Infocom Limited
D- 601/602 & G - 601/602, Lotus Corporate Park,
Graham Firth Steel Compound, Western Express Highway,
Goregaon (E), Mumbai - 400 063.