

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 : 022-67114444, Fax : 022-67114445

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

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Compuage Infocom Limited will be held on Friday, 1st March 2019 at 10.00 a.m. at The Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Film Centre, Tardeo, Mumbai - 400 034, to transact the following business:

SPECIAL BUSINESS:

a. **INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

To consider, and if thought fit, to pass the following resolution as Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 61 read with Sections 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing is Rs. 22,67,00,000 (Rupees Twenty Two Crore Sixty Seven Lakh only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs. 0.10/- (Ten Paise only) each and 33,69,344 (Thirty Three Lakh Sixty Nine Thousand Three Hundred Forty Four) Preference Shares of Rs. 10/- (Rupees Ten only) each to Rs. 30,30,06,560 (Rupees Thirty Crore Thirty Lakh Six Thousand Five Hundred and Sixty only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs. 2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs. 0.10/- (Ten Paise only) each and 1,10,00,000 (One Crore Ten Lakh) Preference Shares of Rs.10/- (Rupees Ten only) each thus by creation of additional 76,30,656 (Seventy Six Lakh Thirty Thousand Six Hundred Fifty Six) Preference Shares of face value of Rs.10/- each ranking paripassu in all respect with the existing Preference Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and substituted with the following new Clause V:

V*** The Authorized Share Capital of the Company is Rs. 30,30,06,560 (Rupees Thirty Crore Thirty Lakh Six Thousand Five Hundred and Sixty only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs. 0.10/- (Ten Paise only) each and 1,10,00,000 (One Crore Ten Lakh) Preference Shares of Rs.10/- (Rupees Ten only) each with rights, privileges and conditions attaching thereto as may be determined by the Board of Directors of the Company at the time of issue, with power to increase and reduce the capital for the Company and to attach thereto respectively such preferential deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by the Board of Directors of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolution of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to file requisite forms and do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to aforesaid resolution."

b. **ISSUE UPTO 6235811 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS:**

To consider, and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) 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 Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 as amended ("SEBI (SAST) Regulations") and all other applicable laws including the Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, various rules, regulations, press notes, notifications, any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India ("SEBI Regulations"), the Reserve Bank of India ("RBI"), stock exchanges on which the Equity Shares of the Company are listed 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, the consent of the Members be and is hereby accorded to the Board to create, issue, offer and allot, up to 62,35,811 Equity Shares of the Company, having face value of Rs. 2/- (Rupees Two only) each, at or above the minimum issue price as determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable law, to entity(ies) as mentioned in the explanatory statement (hereinafter referred to as the 'Proposed Allottee') by way of a preferential allotment and in such manner and on such terms and conditions, as may be deemed appropriate by the Board at its absolute discretion but subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations, 2018 and Companies Act, 2013.

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the Equity Shares to be allotted to the Proposed Allottee, on a preferential basis, is 30th January 2019, being the date which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting i.e. 1st March 2019.

RESOLVED FURTHER THAT, if required, price determined for preferential issue shall be subject to appropriate adjustments in accordance with the provisions of Regulation 166 of the ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment, be issued in dematerialized form only and shall rank paripassu with the existing Equity Shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the ICDR Regulations. The Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the Equity Shares to be issued and allotted and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board hereby delegates (to the extent permitted by law) all or any of the powers herein conferred to any committee of Directors or any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolutions 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."

c. **ISSUE UP TO 1,00,00,000 OPTIONALLY CONVERTIBLE PREFERENCE SHARES ON PREFERENTIAL ISSUE BASIS:**

To consider, and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62(1)(c) 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 Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 as amended ("SEBI (SAST) Regulations") and all other applicable laws including the Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, various rules, regulations, press notes, notifications, any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India ("SEBI Regulations"), the Reserve Bank of India ("RBI"), stock exchanges on which the Equity Shares of the Company are listed 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 Members of the Company be and is hereby given to the Board of Directors of the Company (the "Board") which term shall be deemed to include any committee which the Board may hereinafter constitute to exercise its powers including the power conferred by this resolution) to create, offer, issue and allot, on preferential basis, upto 1,00,00,000, 9% Optionally Convertible Preference Shares having face value of Rs.10/- each ("OCPS"), at par aggregating up to Rs. 10,00,00,000/- (Rupees Ten Crore Only), to entity(ies) as mentioned in the explanatory statement (hereinafter referred to as the "Proposed Allottee"), the entire consideration being payable to the Company on or before allotment, optionally convertible into 37,03,703 Equity Shares of the Company having face value Rs.2/- each (Rupees Two only) ("Equity Shares") at the conversion price of Rs.27/- price above the minimum price as determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws, conversion price includes premium. OCPS shall be converted at the option of the proposed Allottee within a time frame not exceeding 18 (Eighteen) months from the date of allotment or subject to redemption by the Company at a premium of 5% at the end of 18 (Eighteen) months, in such manner and on such terms and conditions laid down in the Explanatory Statement annexed to this notice and as may be deemed appropriate by the Board at its absolute discretion but subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations, 2018 and Companies Act, 2013.

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the "Relevant Date", for determining the conversion price for issue of the Equity Shares against OCPS is 30th January 2019, being the date which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting i.e. 1st March 2019.

RESOLVED FURTHER THAT the terms and conditions on which the OCPS shall be issued and allotted shall include the following terms and conditions:

- a. The OCPS shall be allotted in dematerialized form and the Equity Shares arising on conversion shall also be allotted in dematerialized form.
- b. The Proposed Allottee shall be entitled to opt only for conversion of all the OCPS into Equity Shares of Rs. 2/- each, within a period of 18 (Eighteen) months commencing from the date of allotment of such OCPS.
- c. The OCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- d. The OCPS shall bear a cumulative dividend equal to 9% per annum payable till the date of conversion of OCPS on an annual basis. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such OCPS till the date of conversion/redemption.
- e. The voting rights of the persons holding the OCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.
- f. The OCPS and Equity Shares arising on conversion of OCPS shall be subject to a mandatory lock-in for the time period prescribed under the SEBI ICDR Regulations.
- g. The OCPS shall not be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT in pursuance of the above, the Equity Shares to be issued and allotted pursuant to the conversion of the OCPS:
a. shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
b. shall rank paripassu with the existing Equity Shares in all respects subject to the provisions of the Memorandum of Association and Articles of Association of the Company and applicable laws and regulations.

RESOLVED FURTHER THAT in case the Proposed Allottee does not choose to exercise the conversion option, the OCPS held by the Proposed Allottee will be compulsorily redeemed by the Company along with the cumulative dividend of 9% p.a. payable annually on the Issue Price per OCPS in respect of each OCPS and at the redemption premium being 5% payable on the face value per OCPS in respect of each OCPS along with the redemption amount within a period of 30 (Thirty) days following the expiry of 18 (Eighteen) months period commencing from the date of allotment of such OCPS.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the OCPS, the entitlement of the holders shall stand augmented in the same proportion in which the Equity Share Capital of the Company increases as a consequence of such bonus/rights issues or any corporate action and that the exercise price of the OCPS to be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the Equity Shares to be issued and allotted on conversion and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board hereby delegates (to the extent permitted by law) all or any of the powers herein conferred to any Committee of Directors or any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolutions 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."

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

Place : Mumbai
Date: 31st January 2019

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
Pursuant to Section 105, a person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company. A Member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Electronic copy of the Extra-Ordinary General Meeting (EGM), inter alia, indicating the process and manner of e-voting along with the Proxy Form is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their email address, physical copies of the Notice of the Extra-Ordinary General Meeting, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form has been sent in the physical mode.
4. Members are requested to :-
 - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards notice of EGM, so as to enable the Company to keep the information ready.
 - ii. Bring their copy of the Notice of EGM, Attendance slip and their photo identity proof at the Extra Ordinary General Meeting.
 - iii. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.

- iv. 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.
- v. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
- vi. Approach the R&TA of the Company for consolidation of folios.
- vii. 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).

LINK INTIME INDIA PRIVATE LIMITED

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

5. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Sundays, 1st and 2nd Saturdays and Public Holidays until the date of the Extra- Ordinary General Meeting or any adjournment(s) thereof.
6. Members may also note that the electronic copy of the Notice of the Extra Ordinary General Meeting will be available on the Company's website, www.compuageindia.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us: investors.relations@compuageindia.com
7. Voting through Electronic means:
 - I. 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 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra- Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the EGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Tuesday, 26th February 2019 (9:00 am) and ends on Thursday, 28th February 2019 (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 22nd February 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - V. The Members who have registered their email id with the Company/RTA/Depository Participants will receive an email from NSDL while the Members who have not registered their email id will receive a physical copy of Notice of EGM wherein EVEN no, User ID and Password will be provided for casting their vote via e-voting. The process and manner for remote e-voting is as under:
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:

- I. 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 bhattivirendra1945@gmail.com or bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- II. 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.
- III. 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
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of 22nd February 2019.
- VII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holds Shares after the cut-off date i.e. 31st January 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A Member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- IX. 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 EGM through ballot paper.
- X. Mr. Virendra G. Bhatt, Practicing Company Secretary, (C.P. No.124) has been appointed 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.
- XI. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, 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.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.compugaindia.com and on the website of NSDL 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.

EXPLANATORY STATEMENT

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

Item no.1

The Company proposes to raise funds up to Rs. 27 Crore (Rupees Twenty Seven Crore only) by issuing Preference Shares and any other securities in any combination thereof with or without premium on Preferential Issue basis. The existing Authorised Capital of the Company is Rs. 22,67,00,000 (Rupees Twenty Two Crore Sixty Seven Lakh only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs.0.10/- (Ten Paise only) each and 33,69,344 (Thirty Three Lakh Sixty Nine Thousand Three Hundred Forty Four) Preference Shares of Rs.10/- (Rupees Ten only) each which is not sufficient to cover the proposed amount of issue. Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act") provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its Members, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares. In view of this, the Company proposes to increase the existing Authorised Equity Capital from Rs.22,67,00,000/- (Rupees Twenty Two Crore Sixty Seven Lakh only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs.0.10/- (Ten Paise only) each and 33,69,344 (Thirty Three Lakh Sixty Nine Thousand Three Hundred Forty Four) Preference Shares of Rs.10/- (Rupees Ten only) each to Rs.30,30,06,560 (Rupees Thirty Crore Thirty Lakh Six Thousand Five Hundred and Sixty only) by creation of additional 76,30,656 (Seventy Six Lakh Thirty Thousand Six Hundred Fifty Six) Preference Shares of face value of Rs.10/- each. The proposed increase in Authorised Capital will consequently require alteration in Capital Clause V of Memorandum of Association.

The draft Memorandum of Association after incorporating the proposed change is available for inspection at the registered office of the Company during business hours on all working days excluding Saturdays and Sundays between 11.00 am to 3.00 pm upto the date of the meeting.

Accordingly, approval of the Members is hereby sought by way of Ordinary resolution as set at item no.1 of the notice convening the meeting.

Your Directors recommend aforesaid Resolution at Item No.1 of the accompanying Notice as it is in the interest of the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No.2 and 3

Your Company intends to raise funds to meet its general corporate purpose expenses. Hence, after having pragmatic discussion, the Board is of the view to raise funds by way of Preferential Allotment of Equity Shares and Optionally Convertible Preference Shares (OCPS).

In terms of Section 62(1)(c) read with Sections 42 and 55 of the Companies Act, 2013 and Rules made thereunder (the "Act"), and in accordance with provisions of Chapter V - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, a Company can undertake preferential allotment / private placement only after obtaining prior approval of the Shareholders by way of Special Resolution.

Accordingly, the Company proposes to issue and allot fully paid-up 6235811 Equity Shares having face value of Rs.2/- (Rupees Two Only) each at or above the minimum price as determined as on Relevant Date, in accordance with Regulation 164 of the SEBI (ICDR) Regulations, 2018 and 1,00,00,000; 9% OCPS having face value of Rs.10/- (Rupees Ten Only) each at par aggregating to Rs.10,00,00,000/- (Rupees Ten Crore only) and conversion price determined in accordance with Regulation 164 of the ICDR Regulations and other applicable laws, to the Proposed Allottees as mentioned below.

The following details of the proposed preferential issue of the Equity Shares and OPCS are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations, as amended from time to time:

TERMS FOR ISSUE OF OCPS:

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of the OCPS

Sr. No.	Particulars	Details
1.	Nature of such shares	Fully-paid up, Listed, Cumulative, Optionally Convertible Preference Shares.
2.	The terms of issue including terms and rate of dividend on each share, etc.	<ol style="list-style-type: none"> a. The OCPS shall be issued in dematerialized form and the Equity Shares arising on conversion shall be issued in dematerialized form. b. All OCPS shall be converted on or before the end of 18 months from the date of issuance at the option of the Investors. c. In case, the Proposed Allottee does not opt for conversion then it will be redeemed at the end of 18th month of allotment of OCPS. d. The Proposed Allottee shall have the option to opt for part conversion. e. The OCPS shall bear a cumulative dividend of 9.00% p.a. payable annually on the Issue Price per OCPS in respect of each OCPS. The dividend will be calculated on pro-rata basis i.e. from the date of allotment of such OCPS. f. The OCPS shall not be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid. g. The OCPS will be unsecured and such OCPS and the Equity Shares arising on conversion shall be subject to a mandatory lock-in as per the SEBI (ICDR) Regulations. h. The Equity Shares to be allotted on conversion of the OCPS shall rank paripassu in all respects, including with respect to dividend with the then fully paid up Equity Shares. i. The claims of the holder of the OCPS shall be subordinated to the claims of all senior/secured and unsecured/subordinated creditors of the Company but shall rank senior to the claims of the Equity Shareholders of the Company. j. The voting rights of the persons holding the OCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013. k. In the event of delay in the payment of Dividend on the Due Date(s), the Issuer shall pay additional dividend at the rate of 2% (Two Percent p.a.) on the face value amount of the OCPS for the period of delay i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid. In

		the event of delay in payment of Redemption Amount or redemption premium on the Due Date(s), the Issuer shall pay additional dividend at the rate of 2% (Two Percent p.a.) for such period (excluding the date of actual redemption) as the redemption amount or redemption premium of OCPS remains outstanding after the Due Date for such redemption.
3.	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. All OCPS shall be converted in to 37,03,703 Equity Shares having face value of Rs.2/- per share on or before the end of 18 months from the date of allotment of OCPS at the option of the Investors, in one or more tranches. In the event of conversion, the conversion price shall be Rs.27/- (Rupees Twenty Seven only) as determined in accordance with SEBI (ICDR) Regulations.</p> <p>b. If the Investors opt to redeem the preference shares, the Redemption amount shall include face value plus any dividend accrued but not paid on any previous Dividend Payment Date(s) as well the Dividend accrued upto the Redemption Date (given below) and redemption premium on the date following the due date. In case, the date of payment falls on a Saturday, Sunday or Bank Holiday or any other day on which banks remain closed, the payment will be made on the next working day.</p> <p>c. Redemption premium will be 5% payable on the Face Value per OCPS in respect of each OCPS alongwith the redemption amount.</p>
4.	The manner and modes of redemption	Redemption shall be in accordance with the Companies Act, 2013.
5.	The current shareholding pattern and the expected dilution in equity share capital upon conversion of preference shares.	Please refer the disclosure covered under explanatory statement, hereunder.

DISCLOSURES AS REQUIRED UNDER COMPANIES ACT AND SEBI (ICDR) REGULATIONS:

- (i) **The object / purpose of the preferential issue:**
The Company requires funds for general corporate purpose. In order to generate long term resources for implementing future growth plans, it is proposed to issue Equity Shares and OCPS on preferential allotment basis.
The proceeds of the proposed preferential allotment will strengthen the financial position of the Company.
- (ii) **The total number of shares or other securities to be issued:**
The Board intends to offer, issue and allot up to 62,35,811 Equity Shares of the Company, having face value of Rs. 2/- (Rupees Two only) each. Additionally, the Board considers to offer, issue and allot up to 1,00,00,000; 9% OCPS having face value of Rs.10/- (Rupees Ten only) each aggregating to Rs.10,00,00,000/- (Rupees Ten Crore only)
- (iii) **The price or price band at / within which the allotment is proposed:**
The minimum issue price and the conversion price for issue of Equity Shares and OCPS, respectively, has been determined as on the Relevant Date in accordance with Regulation 164 of SEBI ICDR Regulations, 2018 and other applicable laws, if any. The price computed shall be subject to appropriate adjustments, if any, as per the provisions of Regulation 166 of the said Regulations.
- (iv) **Basis on which the price has been arrived at along with report of the registered valuer:**
The Company is listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded on both the exchanges for more than twenty six weeks as on the relevant date. Thus, in accordance with the provisions of Regulation 164 of the ICDR Regulations, the minimum issue price of the Equity Shares and the minimum conversion price for Equity Shares to be allotted on conversion of OCPS pursuant to the preferential issue shall be not less than higher of the following:
- a. The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.
The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price issue for issue of Equity Shares and the conversion price for OCPS.
- (v) **Relevant date with reference to which the price has been arrived at:**
For issue of Equity Shares, the relevant date as per the ICDR Regulations for determination of the price per Equity Share pursuant to the preferential allotment is 30th January 2019 ("Relevant Date") i.e. 30 days prior to the date of this EGM.
For conversion price of OCPS, the relevant date as per the ICDR Regulations for determination of the price per Equity Share pursuant to the preferential allotment is 30th January 2019 ("Relevant Date") i.e. 30 days prior to the date of this EGM.
- (vi) **The class or classes of persons to whom the allotment is proposed to be made:**
The allotment is proposed to be made to the Proposed Allottee as mentioned at point no.(ix) below.
- (vii) **The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:**
Promoters and Chief Finance Officer intend to subscribe Equity Shares to the proposed preferential offer.
- (viii) **Proposed time within which the allotment shall be completed :**
The Company will issue and allot Equity Shares and OCPS to Proposed Allottee within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations.
Provided that where the allotment is pending on account of pendency of any approval or permission by any regulatory authority, if applicable, the allotment shall be completed within time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations from the date of such approval or within such period as may be prescribed or allowed by SEBI, Stock Exchanges(s) or other concerned authorities.
- (ix) **The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of pre and post issue capital that may be held by the Proposed Allottee:**

a. Details of the Proposed Allottees for issue of Equity Shares:

Proposed Allottee	Natural person who ultimately controls the Proposed Allottee	Maximum no. of Equity Shares to be allotted	Pre-Issue Shareholding as on 31st December 2018		Post-Issue Shareholding	
			No. of shares	%	No. of shares	%
Bhavesh Harkishandas Mehta Jt. Forum Bhavesh Mehta	Bhavesh Harkishandas Mehta	7,10,500	1,42,43,880	24.25	149,54,380	23.02
Atul Harkishandas Mehta Jt. Falguni Atul Mehta	Atul Harkishandas Mehta	7,10,500	1,42,43,870	24.25	149,54,370	23.02
Ajay H. Mehta	Ajay H. Mehta	1,80,000	36,23,870	6.17	38,03,870	5.85
Ajay Harkishandas Mehta Jt. Manisha Mehta	Ajay Harkishandas Mehta	1,90,370	40,00,000	6.81	41,90,370	6.45
Dilip S. Mehta	Dilip S. Mehta	16,66,666	0	0	16,66,666	2.57
Khadija Jagmagia	Khadija Jagmagia	3,70,370	0	0	3,70,370	0.57
Aahad Jagmagia	Aahad Jagmagia	92,592	0	0	92,592	0.14
Suketu Sanghvi	Suketu Sanghvi	7,40,740	0	0	7,40,740	0.14
Pravin Vutukuri	Pravin Vutukuri	11,11,111	0	0	11,11,111	1.71
Sunil Mahendrakumar Mehta Jt. Kamal Mahendrakumar Mehta	Sunil Mahendrakumar Mehta Jt. Kamal Mahendrakumar Mehta	3,51,851	800	0.00	3,52,651	0.54
Harjivan Muljibhai Darji Jt. Shakuntala Darji	Harjivan Muljibhai Darji Jt. Shakuntala Darji	1,11,111	2,235	0.00	1,13,346	0.17
TOTAL	NA	62,35,811	NA	NA	NA	NA

b. Details of the Proposed Allottee for issue of OCPS:

Proposed Allottee	Natural person who ultimately controls the Proposed Allottee	Maximum no. of OCPS to be allotted	No of Equity Shares to be allotted after conversion of all OCPS	Pre-Issue shareholding as on 31st December 2018		Post-Issue shareholding	
				No. of shares	%	No. of shares	%
Karvy Capital Limited A/C Demeter Portfolio	Karvy Capital Limited A/C Demeter Portfolio is SEBI Registered Portfolio Manager, shares have been allotted to it on behalf of its clients under Discretionary Portfolio Management Service and the ultimate beneficial owners will be the unit holders of this portfolio.	1,00,00,000	37,03,703	0	0	37,03,703	5.39
TOTAL	NA	1,00,00,000	37,03,703	0	0	37,03,703	5.39

c. Percentage of pre and post issue capital that may be held by the Proposed Allottee assuming full conversion of OCPS in to Equity Shares:

Proposed Allottee	Natural person who ultimately controls the Proposed Allottee	Maximum no. of Equity Shares to be allotted	Pre-Issue shareholding as of 31st December 2018		Post-Issue shareholding (Presuming full conversion)	
			No. of shares	%	No. of shares	%
Bhavesh Harkishandas Mehta Jt. Forum Bhavesh Mehta	Bhavesh Harkishandas Mehta	7,10,500	1,42,43,880	24.25	149,54,380	21.77
Atul Harkishandas Mehta Jt. Falguni Atul Mehta	Atul Harkishandas Mehta	7,10,500	1,42,43,870	24.25	149,54,370	21.77
Ajay H Mehta	Ajay Harkishandas Mehta	1,80,000	36,23,870	6.17	38,03,870	5.54
Ajay Harkishandas Mehta JT.Manisha Mehta	Ajay H. Mehta	1,90,370	40,00,000	6.81	41,90,370	6.10
Dilip S. Mehta	Dilip S. Mehta	16,66,666	0	0	16,66,666	2.43
Khadija Jagmagia	Khadija Jagmagia	3,70,370	0	0	3,70,370	0.54
Aahad Jagmagia	Aahad Jagmagia	92,592	0	0	92,592	0.13
Suketu Sanghvi	Suketu Sanghvi	7,40,740	0	0	7,40,740	1.08
Pravin Vutukuri	Pravin Vutukuri	11,11,111	0	0	11,11,111	1.62
Sunil Mahendrakumar Mehta Jt. Kamal Mahendrakumar Mehta	Sunil Mahendrakumar Mehta Jt. Kamal Mahendrakumar Mehta	3,51,851	800	0.00	3,52,651	0.51
Harjivan Muljibhai Darji Jt. Sakuntala Darji	Harjivan Muljibhai Darji Jt. Sakuntala Darji	1,11,111	2235	0.00	1,13,346	0.17
Karvy Capital Limited A/c Demeter Portfolio	Karvy Capital Limited A/c. Demeter Portfolio is SEBI Registered Portfolio Manager, Shares have been allotted to it on behalf of its clients under Discretionary Portfolio Management Service and the ultimate beneficial owners will be the unit holders of this portfolio.	37,03,703	0	0	37,03,703	5.39
TOTAL	NA	99,39,514	NA	NA	NA	NA

- (x) **The change in control, if any, in the Company that would occur consequent to the preferential offer:**
There shall be no change in management or control of the Company pursuant to the proposed issue.
- (xi) **Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**
Post 30th June 2015 and up to the date of this Notice, no preferential allotments have been made.
- (xii) **The pre issue and post issue shareholding pattern of the Company:**
The pre issue and post issue shareholding pattern of the Company after considering the preferential issue to be made to Proposed Allottees is provided hereunder:

a. Shareholding position on allotment of Equity Shares:

Sr. No.	Category	Pre-Issue as of December 31, 2018		Post-Issue*	
		Number of Equity Shares	% of Shareholding	Number of Equity Shares	% of Shareholding
A	Shareholding of Promoter and Promoter Group				
1	Promoter and Promoter Group	3,61,11,620	61.48%	3,79,02,990	58.33%
	Sub Total (A)	3,61,11,620	61.48%	3,79,02,990	58.33%
B	Non-Promoters' Shareholding				
1	Institutions	63,44,011	10.80%	63,44,011	9.76%
2	Non-Institutions	98,31,889	16.74%	98,31,889	15.13%
3	Bodies Corporate	31,62,733	5.38%	31,62,733	4.87%
4	Others	32,89,742	5.60%	77,34,183	11.90%
	Sub-Total (B)	2,26,28,375	38.48%	2,70,72,816	41.67%
	GRAND TOTAL [(A) + (B)]	5,87,39,995	100.00%	6,49,75,806	100.00%

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 Shares	% of Shareholding	Number of Equity Shares	% of Shareholding
A	Shareholding of Promoter and Promoter Group				
1	Promoter and Promoter Group	3,61,11,620	61.48%	3,79,02,990	55.19%
	Sub Total (A)	3,61,11,620	61.48%	3,79,02,990	55.19%
B	Non-Promoters' Shareholding				
1	Institutions	63,44,011	10.80%	1,00,47,714	14.63%
2	Non-Institutions	98,31,889	16.74%	98,31,889	14.32%
3	Bodies Corporate	31,62,733	5.38%	31,62,733	4.61%
4	Others	32,89,742	5.60%	77,34,183	11.26%
	Sub-Total (B)	2,26,28,375	38.48%	3,07,76,519	44.81%
	GRAND TOTAL [(A) + (B)]	5,87,39,995	100.00%	6,86,79,509	100.00%

*Post issue holding % is after considering full conversion of OCPS into Equity Shares

(xiii) **Undertaking to recompute price and Undertaking to put under lock-in till the recompute price is paid:**

Since, the Equity Shares of the Company have been listed on the recognized stock exchanges for a period of more than twenty six weeks prior to the relevant date, the Company is not required to re-compute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 73(1)(f) and (g) of the SEBI (ICDR) Regulations. The Proposed Allottee of the OCPS shall be required to transfer to the Company full consideration for the subscription of the OCPS (including premium) prior to the allotment of OCPS.

(xiv) **The identity of the natural persons who are ultimate beneficial owners of the OCPS proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.**

Name of the Proposed Allottee	Maximum no. of OCPS to be allotted	%
Karvy Capital Limited A/C Demeter Portfolio	1,00,00,000	100

Karvy Capital Limited A/C Demeter Portfolio is SEBI registered Portfolio Manager shares have been allotted to it on behalf of its clients under Discretionary Portfolio Management Service and the ultimate beneficial owners will be to the unit holders of this portfolio.

Further, there would not be any change in the control in the issuer consequent to the Preferential Issue.

(xv) **Certificate from Statutory Auditors:**

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of (ICDR) Regulations shall be made available for inspection at the registered office of the Company on or after 5th February 2019 between 11.00 a.m. to 3.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the end date of this EGM i.e. 1st March 2019.

(xvi) **Lock-in Period:**

The securities allotted to Proposed Allottee shall be locked in as per Regulation 167 and other applicable provisions of the SEBI (ICDR) Regulations.

The consent of the Shareholders is sought for the issue of Equity Shares and OCPS in terms of Section 42, 55, 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the SEBI (ICDR) Regulations and the listing agreements entered into by the Company with the stock exchange(s), where the Company's Equity Shares are listed.

Mr. Atul Mehta, Chairman and Managing Director; Mr. Bhavesh Mehta, Whole-time Director; Mr. Sunil Mehta, Chief Finance Officer and their relatives are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

None of the Directors, Key Managerial Personnel of the Company their relatives other than specified above, are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

In light of above, you are requested to accord your approval to the Special Resolution at Item no.2 and 3 above.

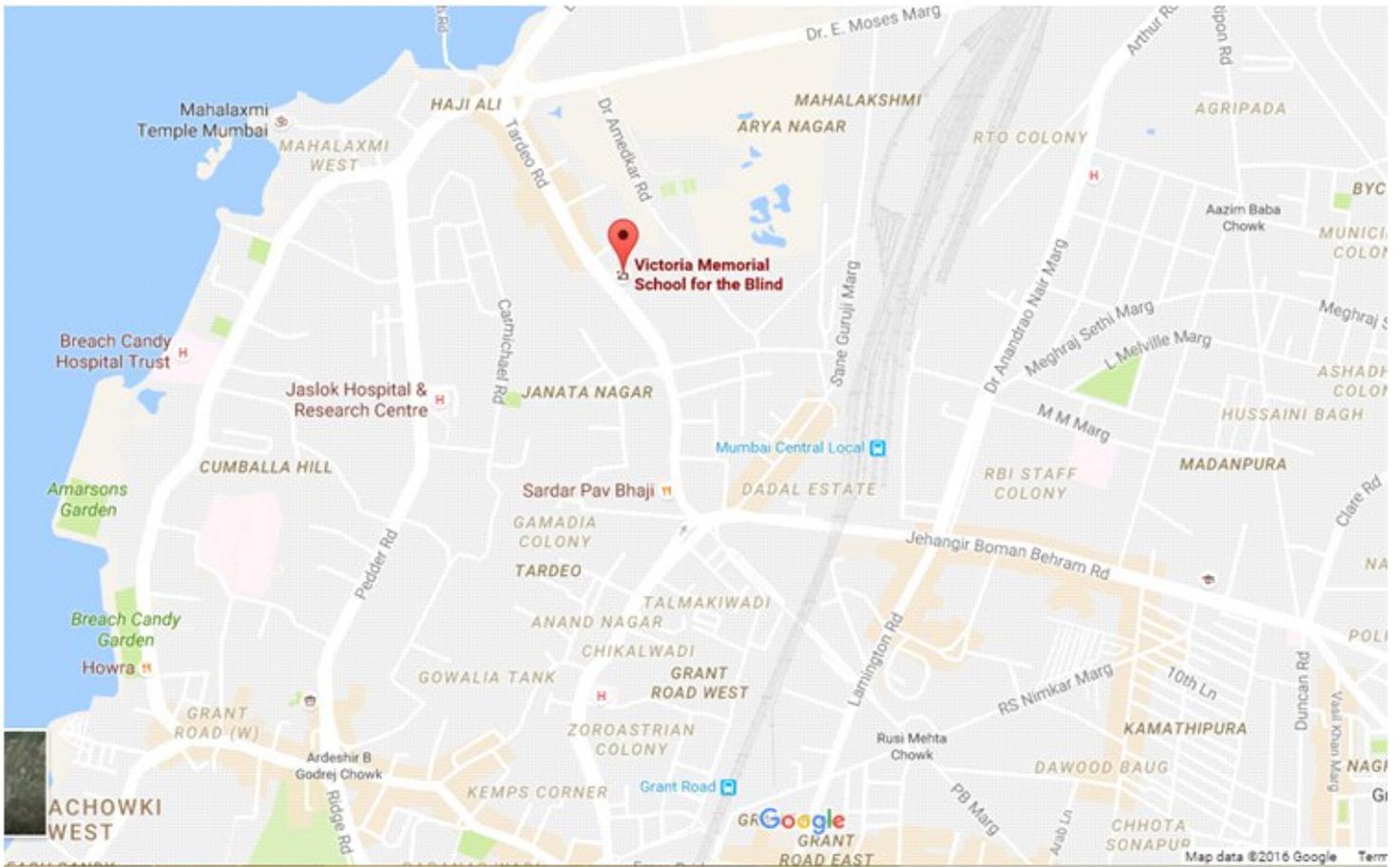
Registered Office:
D- 601/602 & G - 601/602,
Lotus Corporate Park
Graham Firth Steel Compound,
Western Express Highway,
Goregaon (E), Mumbai - 400 063.

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

Place: Mumbai

Date: 31st January 2019

ROUTE MAP



COMPUAGE INFOCOM LIMITED
(CIN: L99999MH1999PLC135914)

Form No. MGT 11

PROXY FORM

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)**

CIN : L99999MH1999PLC135914
Name of the Company : COMPUAGE INFOCOM LIMITED
Registered office : D-601/602 & G-601/602, Lotus Corporate Park, Graham Firth Steel Compound,
Western Express Highway, Goregaon (East), Mumbai 400 063.

Name of the Member(s)	:	
Registered address	:	
DP ID:	Folio No/ Client ID:	Email id:

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

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____, or failing him/her

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, 1st March 2019 at 10:00 am at Victoria Memorial School for Blind, Tardeo Road, Opp. Film Centre, Mumbai- 400034 thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution Nos.	Particulars of resolution
1.	To consider increase in Authorised Share Capital and consequential alteration of Capital Clause of the Memorandum of Association.
2.	To consider issue upto 62,35,811 Equity Shares on Preferential Issue Basis.
3.	To consider issue upto 1,00,00,000 Optionally Convertible Preference Shares on Preferential Issue Basis

Signed this _____ day of _____ 2019

Signature _____ Signature of Proxy holder _____

Affix
Revenue
Stamp not
less than
₹ 1.00

Note:
This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

**COMPUAGE INFOCOM LIMITED
ATTENDANCE SLIP**

(To be presented at the entrance)

Extra Ordinary General Meeting of the Company held on Friday, 1st March 2019 at 10.00 a.m. at Victoria Memorial School for Blind, Tardeo Road, Opp. Film Centre, Mumbai- 400034.

Folio No. : _____
DP ID : _____
Client ID : _____
Name of the Member : _____
Signature of the Member : _____
Name of the Proxy holder : _____
Signature of the Proxy holder : _____

Note:
1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Notice for reference at the Meeting