

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

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Corporate Identification Number: L99999MH1999PLC135914

ENTITLEMENT LETTER FOR RIGHTS ISSUE

Dear Shareholder,

ISSUE OF UP TO 2,07,92,258 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹2 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹20 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹18 PER EQUITY SHARE) AGGREGATING TO ₹4,158.45 LAKHS# ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 8 EQUITY SHARES FOR EVERY 25 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS MONDAY, NOVEMBER 14, 2022 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 121 OF THE LETTER OF OFFER.

Assuming full subscription

PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES			
Amount Payable per Rights Equity Share	Face Value (₹)	Premium (₹)	Total (₹)
On Application	2.00	18.00	20.00
Total (₹)	2.00	18.00	20.00

*For further details on Payment Schedule, see "Terms of the Issue" beginning on page 121 of the Letter of offer.

You have been sent this letter/ e-mail (including its enclosures) to comply with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and relevant circulars issued by SEBI from time to time. This letter/ e-mail does not constitute an offer of, or a solicitation of an offer to purchase, any securities of the Company in any jurisdiction where offers or solicitations are not permitted by law. The information in this letter/ e-mail is solely intended for distribution to, and use by, Eligible Equity Shareholders as of the Record Date i.e., Monday, November 14, 2022, who have provided an Indian address to the Company or who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. By accepting this letter/ accessing this email and its enclosures, you are hereby deemed to represent that you qualify under one of the foregoing criteria. This letter/ e-mail and its enclosures should not be reproduced, transmitted or distributed to any other person.

With reference to above, please find below the details of Equity Shares held by you as on Record Date, i.e., Monday, November 14, 2022 along with your Rights Entitlements for information:

DPID-CLID/FOLIO NO.	Number of Equity Shares held by you on Record Date being, Monday, November 14, 2022	Number of Rights Entitlements (RE) credited in demat account (after excluding fraction portion, if any)	*No. of Rights Entitlements

*For credit of RE in your demat account, the Eligible Equity Shareholders shall send a request letter to the Registrar regarding updating of demat account detail containing the name(s), address, e-mail address, contact details, DPID-DLID along with copy of self-attested PAN and self-attested client master sheet of their demat account, copy of any one share certificate either by e-mail at compuage.rights@linkintime.co.in in whose subject line should be "Compuage Infocom Limited Rights Issue Demat Account Updation of Folio No. (mention folio no.)" or by post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two (2) Working Days prior to the Issue Closing Date.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.compuageindia.com)

You are requested to take note of the following important schedule and details in relation to the Rights Issue:

Issue Opening Date	Wednesday, November 23, 2022
Last Date for Market Renunciation	Tuesday, November 29, 2022
Issue Closing Date*	Friday, December 2, 2022

*Our Board will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days

from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date. Please note Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.

1) Procedure for Application in the Issue:

In accordance with Regulation 76 of the SEBI ICDR Regulations SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, read with SEBI circular SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI in this regard ("SEBI Rights Issue Circulars") and subject to the conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 and SEBI circular IR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (together "ASBA Circulars"), all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details see "Terms of Issue – Procedure for Application through the ASBA process" on page 131 of the Letter of Offer ("LOF").

2) Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "LIPL Compugame Infocom Rights Escrow Demat Account") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned /reversed /failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

3) Attention for Physical Shareholders:

In accordance with Regulation 77A of the SEBI (ICDR) Regulations, 2018 read with the SEBI Rights Issue Circulars, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in an escrow demat account opened by our Company/Registrar during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat escrow account to their respective demat accounts, at least one Working Day before the Issue Closing Date. Such Eligible Equity Shareholders shall send a signed request letter to the Registrar regarding updation of demat account detail containing the name(s), address, e-mail address, contact details, DPID-CLID along with copy of self-attested PAN and self-attested client master sheet of their demat account, copy of any one share certificate either by e-mail at compugame.rights@linkintime.co.in (having a subject line as "Compugame Infocom Rights Issue Demat Account Updation of Folio No mention folio no.") or by post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two (2) Working Days prior to the Issue Closing Date. The Eligible Equity Shareholders holding Equity Shares in physical form are requested to ensure that their demat account, details of which is provided, is active.

If the Eligible Equity Shareholders holding the Equity Shares in the physical form as on Record Date ("Physical Shareholders") have not provided the details of their demat accounts to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date, then their said Rights Entitlements will lapse and will not be able to participate in the Rights Issue.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

Pursuant to the SEBI Rights Issue Circulars, resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process.

For details, see "Terms of the Issue - Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" on pages 138 of the Letter of Offer.

4) Trading of the Rights Entitlements:

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN INE070C20011. Prior to the Issue Opening Date, the Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. For more details, see "Procedure for Renunciation of Rights Entitlements" on page 133 of the Letter of Offer.

5) Renunciation of Rights Entitlements:

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date cannot renounce their Rights Entitlement. For details, see "Terms of the Issue - Procedure for Renunciation of Rights Entitlements" on page 133 of the Letter of Offer.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

6) Fractional Entitlements:

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 8 Equity Shares for every 25 Equity Shares held on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 25 Equity Shares or not in the multiple of 25 Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be

ignored in computation of their Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any. For further details, see "Terms of the Issue" - Fractional Entitlements on page 126 of the Letter of Offer.

7) **NOTICE TO INVESTORS:**

The distribution of the LOF, the Abridged LOF, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged LOF, the Application Form or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions. For details, see "Restrictions on Purchases and Resales" at page 153 of the LOF.

8) **No Offer in the United States**

The Rights Entitlements and the Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or "U.S. Securities Act") or any U.S. State Securities Laws and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Equity Shares referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, the letter of offer should not be forwarded to or transmitted in or into the United States at any time.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- a) Our Company at www.compuageindia.com;
- b) The Registrar to the Issue at www.linkintime.co.in;
- c) The Stock Exchanges at www.bseindia.com and www.nseindia.com; and
- d) The Lead Manager at www.markcorporateadvisors.com
- e) The SEBI at www.sebi.gov.in (Only Letter of Offer)

In case of any queries, you may contact the Company, Lead Manager or the Registrar to the Issue.

COMPANY DETAILS	LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 COMPUAGE INFOCOM LTD	 MARK	 LINKIntime
COMPUAGE INFOCOM LIMITED Registered Office: D-601/602 & G-601/602, Lotus Corporate Park, Graham FirthSteel Compound, Western Express Highway, Goregaon (East), Mumbai – 400 063, Maharashtra, India Tel No: ++91 22 6711 4444; E-mail investors.relations@compuageindia.com ; Website www.compuageindia.com Contact Person: Hasti Pala, Company Secretary & Compliance Officer	MARK CORPORATE ADVISORS PRIVATE LIMITED 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East) Mumbai - 400 057. Tel No.: +91 22 2612 3208 Email Id: info@markcorporateadvisors.com Investor Grievance ID: investorgrievance@markcorporateadvisors.com Website: www.markcorporateadvisors.com Contact Person: Mr. Niraj Kothari SEBI Registration No.: INM000012128	LINK INTIME INDIA PRIVATE LIMITED C 101, 247 Park, L.B.S. Marg Vikhroli (West) Mumbai - 400 083 Tel. No.: +91 8108114949 Email: compuage.rights@linkintime.co.in Investor Grievance E-Mail: compuage.rights@linkintime.co.in Contact Person: Sumeet Deshpande Website: www.linkintime.co.in SEBI Registration No.: INR000004058

Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the letter of offer

For Compuage Infocom Limited

Sd/-
 Hasti Pala
 Company Secretary & Compliance Officer