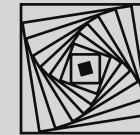




www.compuageindia.com

BOOK POST

COMPUAGE INFOCOM LTD.



*SPEED
RELIABILITY
VALUE PERFORMANCE*



If undelivered Please return to :
COMPUAGE INFOCOM LTD.
D-601/602 & G-601/602, Lotus Corporate Park,
Graham Firth Steel Compound, Western Express Highway,
Goregaon (East), Mumbai - 400 063.
Tel : +91-22-6711 4444 Fax : +91-22-6711 4445
E-mail : info@compuageindia.com

15th Annual Report

2013-14



COMPUAGE INFOCOM LTD.

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMPUAGE INFOCOM LIMITED WILL BE HELD ON SATURDAY, 23TH AUGUST, 2014 AT 10.00 A.M AT VICTORIA MEMORIAL SCHOOL FOR BLIND TARDEO ROAD, OPP. FILM CENTRE, MUMBAI - 400 034 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended March 31, 2014 and the Balance Sheet as on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Bhavesh H. Mehta (DIN: 00740861), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendation of the Audit Committee and Board of the Company, M/s B.V Dalal & Co., Chartered Accountant (Firm Registration No. 114214 W), be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting held hereafter), at a remuneration and other terms as may be determined by the Audit Committee and finalized by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To appoint Mr. Ganesh S. Ganesh (DIN: 00010877) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ganesh S. Ganesh (DIN: 00010877), Director of the Company liable to retire by rotation at the Annual General Meeting at 2012 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the year 2019."



COMPUAGE INFOCOM LTD.

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such step, action as may be necessary, proper and expedient to give effect to this resolution".

6. To appoint Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vijay Agarwal (DIN: 00058548), Director of the Company liable to retire by rotation at the Annual General Meeting at 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the year 2019."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such step, action as may be necessary, proper and expedient to give effect to this resolution".

7. To appoint Mrs. Preeti K. Trivedi (DIN: 00179479) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Preeti K. Trivedi (DIN: 00179479), Director of the Company liable to retire by rotation at the Annual General Meeting at 2011 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the year 2019."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such step, action as may be necessary, proper and expedient to give effect to this resolution".

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



"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Atul H. Mehta (DIN: 00716869) as Managing Director of the Company, for a period of 3 (three) years with effect from September 08, 2014, subject to the Central Government approval & on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Atul H. Mehta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

"RESOLVED FURTHER THAT notwithstanding anything contained herein above stated where in any financial year closing on or after March 31, 2014, during the tenure of Mr. Atul H. Mehta as a Managing Director of the Company, the Company incurs a loss or its profit are inadequate, the Company shall pay to Mr. Atul H. Mehta the above remuneration as minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Bhavesh H. Mehta (DIN: 00740861) as a Whole-time Director, designated as Executive Director of the Company, for a period of 3 (three) years with effect from October 18, 2014, subject to the Central Government approval & on the terms and conditions including remuneration as set out in the Statement



annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Bhavesh H. Mehta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

"RESOLVED FURTHER THAT notwithstanding anything contained herein above stated where in any financial year closing on or after March 31, 2014, during the tenure of Mr. Bhavesh H. Mehta as a Whole-time Director of the Company, the Company incurs a loss or its profit are inadequate, the Company shall pay to Mr. Bhavesh H. Mehta the above remuneration as minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

By order of the Board of Directors
For Compauge Infocom Limited

Mumbai
July 30, 2014

Sd/-
Regal Patel
Company Secretary



NOTES:

1. The Statement pursuant to Sec 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE OF THE COMPANY.**
3. The instrument appointing the proxy, duly completed and stamped, must be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. 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.
6. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
7. Members/Proxies/Representatives are requested to bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
8. The Company's share are listed on Bombay Stock Exchange Limited, Mumbai (BSE) and Madras Stock Exchange Limited, Chennai (MSE) and all applicable listing fees have been paid upto date.
9. The Register of Member and the Share Transfer books of the company will remain close from August 21, 2014 to August 23, 2014 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.
10. The Dividend for the year ended March 31, 2014 as recommended by the Board, if approved by the Members at the Annual General Meeting will be paid within the prescribed time limit to those members whose names appear in the Company's Register of Members on August 23, 2014. In Respect of Shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
11. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited.

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, LBS Marg,
Bhandup (West), Mumbai-400 078.



12. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend. The Company or its Registrars and Transfer Agents, **LINK INTIME INDIA PRIVATE LIMITED** cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
13. Members are requested to note that the dividend which remains Unclaimed / Unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies, Act, 2013 (Sec 205A & 205 C of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund (IEPF).
14. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the following dividends which remain unpaid and unclaimed for a period of seven years will be due for transfer to the Investor Education and Protection Fund (IEPF or Fund) of the Central Government:

Dividend	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
2009-10(Final)	14.08.2010	13.08.2017	13.09.2017
2010-11(Final)	29.07.2011	28.07.2018	28.08.2018
2011-12(Interim)	11.11.2011	10.11.2018	10.12.2018
2012-13(Final)	30.08.2012	29.08.2019	29.09.2019

Shareholders who have not encashed the dividend warrant(s) are requested to return the unpaid dividend warrant(s) for revalidation or write to the Company's Registrar & Share Transfer Agent at the above address to obtain duplicate dividend warrant immediately. Please note that after such transfer no claims shall lie against the Fund or the Company in respect of individual amounts and no payment shall be made in respect of any such claims.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Link IntimeIndia Private Limited.
16. Members may also note that the Notice of the 15th Annual General Meeting and the Annual Report 2014 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 (11.00 am to 5.00 pm) except Saturdays, Sundays and Public Holidays. 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.



17. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents/declaration for their appointment/re-appointment.
18. Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 15th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz. Compugate Infocom e-Voting.pdf, with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Compugate Infocom Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattvirendra@gmail.com or bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in



B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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 Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on August 18, 2014 (9:00 am) and ends on August 20, 2014 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 18, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of July 18, 2014.
- VII. Mr. Virendra G. Bhatt, Practicing Company Secretary (C.P No. 124) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.compugateindia.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, Sundays and Public Holidays, up to and including the date of the Annual General Meeting of the Company.



Information required to be furnished under the Listing Agreement:

As required under the Listing Agreement, the particular of the Director who is proposed to be re-appointed is furnished below:

Item No. 3 of the Notice:

Companies (other than Compugame Infocom Limited) in which Mr. Bhavesh H. Mehta holds directorship and committee membership.

Directorship

Trillizo Holdings Limited
Addonix Computers Private Limited
Compugame Software Technologies Limited
Greenvision Technologies Private Limited

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

Mr. Bhavesh H. Mehta holds 1780485 equity shares of the Company.

Expertise:

Mr. Bhavesh H. Mehta, aged 41 is a Whole-Time Director at Compugame Infocom Limited (hereinafter referred to as "CIL"). He is a M. Com Graduate holding Master's degree in Commerce with a specialization in marketing with expertise in the areas of Operations and Supply Chain Management. He joined CIL in October 2000 and has experience of more than 19 years in the IT Distribution Business. He has been a part of the core team and key managerial person that has enabled CIL to expand over the years.

In his long career with CIL since joining in 2000, apart from being responsible for Operations & Supply Chain Management, he advises on Business and Sales Strategies which leads to the company's growth. He has taken many challenging roles and responsibilities for driving growth in the company which includes constant endeavor to improve the systems and process, enhancing productivity and bringing new relationships on the table for the company.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the ACT")

Item no. 5

Mr. Ganesh S. Ganesh, aged 55 years, a Non-Executive (Independent) Director of the Company and have held the positions as such for more than 5 (five) years. He is a qualified Chartered Accountant and is associated with Merchant Banking business since past 20 years. He has worked with Sharp & Tenan as a Chartered Accountant, 20th Century Finance Corporation Limited, Infrastructure Leasing and Financial Services



Limited and Ind Global Financial Trust Limited. He is a member of the Audit Committee and Stakeholders Relationship Committee of Compugame Infocom Limited.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a Listed company.

It is proposed to appoint Mr. Ganesh S. Ganesh as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the year 2019.

Mr. Ganesh S. Ganesh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Company has received a notice in writing under the provisions of Sections 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Ganesh S. Ganesh for the office of an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has also received an intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 as mentioned aforesaid and a declaration to the effect that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Ganesh S. Ganesh proposed to be appointed as an Independent Director fulfills the conditions as specified in the Act and the Listing Agreement and that the proposed director is an independent of the management.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ganesh S. Ganesh as an Independent Director pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. Ganesh S. Ganesh shall not be liable to retire by rotation. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

A copy of the draft letter for the appointment of Mr. Ganesh S. Ganesh as an Independent Director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office without any fee during normal business hours on working days except Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

Companies (other than Compugame Infocom Limited) in which Mr. Ganesh S. Ganesh holds directorship and committee membership.



Directorship

Inga Capital Private Limited
Inga Management & Investment Private Limited
Berkshire Advisors Private Limited
Shastha Advisors Private Limited
Neue Allianz Corporate Services Private Limited
Inga Foundation (Sec 25 of the Companies Act, 1956)
Association of Investment Bankers of India (Sec 25 of the Companies Act, 1956)
Fortune Credit Capital Ltd
Fortune Integrated Assets Finance Limited

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

Mr. Ganesh S. Ganesh holds 157 equity shares of the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interest in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval of the members.

Item no. 6

Mr. Vijay Agarwal, aged 57 years, a Non-Executive (Independent) Director of the Company and have held the positions as such for more than 5 (five) years. He is a Qualified Practicing Chartered Accountant, specialized in Corporate Advisory, Tax and Audit field. As an Independent Director & Chartered Accountant by Profession he has been adding immense value to the Group. He is a member of the Audit Committee and Stakeholders Relationship Committee of Compuage Infocom Limited.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a Listed company.

It is proposed to appoint Mr. Vijay Agarwal as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the year 2019.

Mr. Vijay Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.



The Company has received a notice in writing under the provisions of Sections 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Vijay Agarwal for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has also received an intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 as mentioned aforesaid and a declaration to the effect that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Vijay Agarwal proposed to be appointed as an Independent Director fulfills the conditions as specified in the Act and the Listing Agreement and that the proposed director is independent of the management.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vijay Agarwal as an Independent Director pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. Vijay Agarwal shall not be liable to retire by rotation. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

A copy of the draft letter for the appointment of Mr. Vijay Agarwal as an Independent Director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office without any fee during normal business hours on working days except Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

Companies (other than Compuage Infocom Limited) in which Mr. Vijay Agarwal holds directorship and committee membership.

Directorship

Sparc Samudaya Nirman Sahayak (Sec 25 of the Companies Act, 1956)
Themis Medicare Limited
Sanskar India Foundation (Sec 25 of the Companies Act, 1956)
Gujarat Themis Biosyn Limited
Triveni Sangam Estate Private Limited
Pramerica Trustees Private Limited
Tips Industries Limited

Chairperson of Board Committees

Sparc Samudaya Nirman Sahayak (Sec 25 of the Companies Act, 1956)
Sanskar India Foundation (Sec 25 of the Companies Act, 1956)

Member of Board Committees

Themis Medicare Limited
Audit Committee
Gujarat Themis Biosyn Limited
Audit Committee
Tips Industries Limited
Audit Committee



Shareholding in the Company

Mr. Vijay Agarwal holds NIL equity shares of the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interest in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 of the Notice for approval of the members.

Item no. 7

Mrs. Preeti K. Tridevi, aged 57 years, a Non-Executive (Independent) Director of the Company and have held the positions as such for more than 5 (five) years. She is a fellow Chartered Accountant and has an experience in the field of Management Consulting & Corporate Finance. She has an extensive experience in areas of Business & Share Valuation, Corporate Restructuring, Mergers & Amalgamation, Strategic Advisory services relating to Joint Ventures, FIPB and EOU, Due Diligence, Relevant Tax and Co. Law Advice, Financial Planning and Project Funding. She is a member of the Audit Committee and Stakeholders Relationship Committee of Compugate Infocom Limited.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a Listed company.

It is proposed to appoint Mrs. Preeti K. Tridevi as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the year 2019.

Mrs. Preeti K. Tridevi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Company has received a notice in writing under the provisions of Sections 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Preeti K. Tridevi for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has also received an intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 as mentioned aforesaid and a declaration to the effect that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mrs. Preeti K. Tridevi proposed to be appointed as an Independent Director fulfills the conditions as specified in the Act and the Listing Agreement and that the proposed director is an independent of the management.



Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Preeti K. Tridevi as an Independent Director pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mrs. Preeti K. Tridevi shall not be liable to retire by rotation. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

A copy of the draft letter for the appointment of Mrs. Preeti K. Tridevi as an Independent Director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office without any fee during normal business hours on working days except Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

Companies (other than Compugate Infocom Limited) in which Mrs. Preeti K. Tridevi holds directorship and committee membership.

Directorship

None

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

Mrs. Preeti K. Trivedi holds NIL equity shares of the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interest in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 7 of the Notice for approval of the members.

Item no. 8

The Board of Directors of the Company (the 'Board'), at its meeting held on July 30, 2014 has, subject to the approval of members, re-appointed Mr. Atul H. Mehta as Managing Director, for a period of 3 (three) years from the expiry of his present term, which expired on September 07, 2014 at the remuneration recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

The Company has received from Mr. Atul H. Mehta, consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and also intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors), to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.



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It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Atul H. Mehta as Managing Director, in terms of the applicable provisions of the Act.

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

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be ₹ 1,80,00,000 p.a (Rupees One Crore Eighty Lakhs Only.)

B. COMMISSION:

The percentage will be decided by the HRNRCommittee of the Board of Directors on a year-to -year basis, based on the individual performance of the said Managing Director, the overall performance of the Company and accordingly the Commission payable to the said Director shall be provided for in the accounts.

Provided further that Commission shall be payable, on an annual basis but only after the Company's Annual Accounts and Balance Sheet under Section 129 of the Companies Act, 2013 are placed before the Company's Annual General Meeting and approved by the members thereat, subject further, to the said Managing Director continuing to be in employment of the Company at the time of payment of the said Commission.

C PERQUISITES

CATEGORY I

Perquisites as per Company's policy includes House rent allowance, General allowance, club fees, Group personal accident insurance, Group mediclaim and Group term insurance.

This component will not be included as a basic salary, for the purpose of Provident Fund, Gratuity or any other purpose.

CATEGORY II

Provident Fund: Company's contribution to Provident Fund as per Rules of the Company.

Gratuity: Payable in accordance with the Rules of the Company but not exceeding half month's basic salary for each completed year of service. Performance Incentive will not be added to the basic salary for the purpose of provident fund, gratuity, medical or commission and other perquisites.

For Provident Fund, Gratuity or any other benefit, there is ceiling limit for Basic and these benefits will be payable as per limits prescribed as per rules of the Company for above benefits from time to time.

Car(s) and telephone(s) will be provided at residence for official use. However, provision of these facilities will be subject to tax as per prevailing Income Tax rules. The Company shall bill Personal long distance calls on telephone to the said Managing Director.



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The contribution to Provident Fund will not be included as perquisites to the extent these are not taxable under the Income Tax Act, 1961.

Leave: As per the rules of the Company, but not exceeding 21 working days per year. Unutilized leave can be carried forward and then encashed equivalent to Basic salary and as per rules of the Company in force from time to time.

All Emoluments and Perquisites will be taxable as per the provisions of the Income Tax Act, 1961.

h) Stock Options: The Managing Director will be granted stock options at sole discretion of the Company under the ESOP in quantities as determined by the HRNR Committee of the Board based upon the said Managing Director's performance and the performance of the Company from time to time.

Mr. Atul H. Mehta, aged 54 years, Chairman and Managing Director of the Compuge Infocom Ltd (herein after referred to as CIL) holds a Bachelor of Commerce degree from India, University of Mumbai and Masters in Business Administration with specialization in finance from University of Portland, USA is engaged in trading business since 1987 i.e for 27 years now. He is the promoter of Compuge Electronics (now CIL) founded in February 1987.

Today, under the leadership of Mr. Atul H. Mehta CIL has established itself as a leading IT & Telecom Distribution Company in India with 45 offices, 17 Global Alliances, more than 7500 Resellers and a highly motivated team of over 600 personnel. Over 27 years CIL has grown from a revenue of a few lacs to a Revenue of ₹ 2361 crores.

Mr. Atul H Mehta plays a very important role in Strategizing, Management and Administration Raising Financial Resources for the growth of the Company and Team Building. It is these very activities which will help CIL to sustain growth over the next few years.

Mr. Atul H. Mehta was re-appointed as the Managing Director of the Company by way of approval granted by the shareholders in the Annual General Meeting held on August 23, 2008 and Central Government vide its letter bearing no. A51754158-CL-VII dated July 09, 2009 for a period of 3 (three) years with overall remuneration of ₹. 60, 00,000/- (Rupees Sixty Lacs Only) payable per annum, and further was re-appointed as the Managing Director of the Company by way of approval granted by the shareholders in the Annual General Meeting held on July 29, 2011 and Central Government vide its letter bearing No. B19707116 / 4 / 2011 - CL.VII dated February 24, 2012 for a period of 3 years with effect from September 08, 2011 to September 07, 2014 with overall remuneration of ₹1,20,00,000/- (Rupees One Crore and Twenty Lac Only) per annum.

The Company has expanded significantly under his leadership and with his support, it will enable to achieve industry, leading growth. The Company's foray into Telecom products will give further impetus to its growth with smart phones expected to have rapid growth over the next 5 years, **CIL** is well positioned to benefit from the same.

Recognized as a leader in business and technology and considering the above facts, Mr. Atul H. Mehta's qualification and experience and his importance to the Company, he has proved to be an asset to the organization and his continued association would be of immense benefit to the Company. Therefore as per Management, Board as well as the



Human Resources Nomination and Remuneration Committee (the 'HRNR Committee') felt for further re-appointing him for a period of 3 (three) years with effect from September 08, 2014 to September 07, 2017 and recommended to increase his remuneration to ₹ 1,80,00,000 (One Crore Eighty Lakhs Only) payable per annum subject to the Central Government approval & on the terms and conditions including remuneration as aforesaid mentioned.

Mr. Atul H. Mehta satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible himself for re-appointment. He is not disqualified from being appointed as Directors in terms of Sec 164 of the Act.

Notwithstanding anything contained herein above stated where in any financial year closing on or after March 31, 2014 during the tenure of Atul H. Mehta as a Managing Director of the Company, the Company incurs a loss or its profit are inadequate, the Company shall pay to Mr. Atul H. Mehta the above remuneration as minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

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

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

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

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

A copy of the aforesaid Agreement referred to in the Resolution at Item No.8 of the accompanying Notice, is available for inspection by any member of the Company at the Registered Office of the Company during normal business hours on any working day, except Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

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

Companies (other than Compugate Infocom Limited) in which Mr. Atul H. Mehta holds directorship and committee membership.



Directorship

Trillizo Holdings Limited

Inga Capital Private Limited

Addonix Computers Private Limited

Compugate Software Technologies Limited

Greenvision Technologies Private Limited

Technology Distribution Association of India (Sec 25 of the Companies Act, 1956)

Chairperson of Board Committees

None

Member of Board Committees

None

Shareholding in the Company

Mr. Atul H. Mehtaholds 1780484 equity shares of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in these resolutions.

The Board recommends the SpecialResolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

The Board at its meeting held on July 30, 2014 has, subject to the approval of members, re-appointed Mr. Bhavesh H. Mehta as Whole-time Director, designated as Executive Director, for a period of 3 (three) years from the expiry of his present term, which will expire on October 17, 2014, at the remuneration recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

The Company has received from Mr. Bhavesh H. Mehta, consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and also intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors), to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Bhavesh H. Mehta as Whole-time Director, in terms of the applicable provisions of the Act.

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

EMOLUMENTS

A. BASIC SALARY

The basic salary shall be ₹ 1,80,00,000 p.a (Rupees One Crore Eighty Lakhs Only.)