

August 16, 2011

To,
The Madras Stock Exchange
Exchange Building
11, Second Line Beach
Post Box No. 183
Chennai 600 001.

Kind Attn: Mr. Sampat Kumar

Sub: Outcome of the Extra- Ordinary General Meeting held on August 16, 2011

Company Code: CIFIC

Dear Sir,

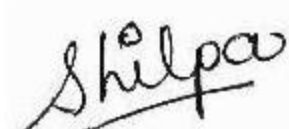
Pursuant to Clause 31(d) of the listing Agreement, please be informed that the Extra-General Meeting (EGM) of the Company was held on August 16, 2011 at 10.00 a.m. at Victoria Memorial School for Blind Tardeo Road, Opp. Film Centre, Mumbai- 400034 and the members have accorded their approval to the following:

1) Resolution read out at the meeting, for issue of 4, 80,000 (Four Lacs Eighty Thousand only) Equity Shares to the Non Promoters at a price of Rs. 146/- (including premium of Rs. 136/-) per Equity Share on preferential basis, in compliance with Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Companies Act 1956, to the following Allottees:

Name of the Allottee	No. of Equity Shares of Rs.10/- each
Dilip S Mehta	2,06,000
Tisya Financial Services Private Limited	1,37,000
Ashwani Deedwania	68,500
Karim Kassamali Jagmagia	30,800
Khadija Karim Jagmagia	27,400
Aahad Karim Jagmagia	10,300
Total	4,80,000

You are requested to kindly take the same on record.

Thanking You,
Yours truly,
For Compuage Infocom Ltd.



Shilpa Singh
Company Secretary & Compliance Officer

Certified True copy of the Resolution Passed at the Extra-Ordinary General Meeting of the Member of Compuage Infocom Limited held on 16th August, 2011 at 10.00 a.m at, Victoria Memorial School For Blind, Tardeo Road, Opp. Film Centre, Mumbai-400 034.

“RESOLVED THAT in accordance with the provisions of Section 81, 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 ('Act') (including any amendment to or re-enactment thereof) and in accordance with the existing Preferential Issue regulations issued by the Securities & Exchange Board of India ("SEBI") contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations") and subject to all necessary approvals, consents, permissions and /or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretariat of Industrial Approvals under the Foreign Exchange Management Act, 1999 or any other Statutory or Local Authority, (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable laws, and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchange where the shares of the Company are listed, and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as 'the Board' which expression shall include any Committee constituted for the time being, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the company be and is hereby accorded to Board and the Board be and is hereby authorized on behalf of the Company to create, offer, issue for cash and allot, from time to time, in one or more tranches, equity shares to following Allottee, on a preferential basis in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the aggregate number of equity shares of the Company so issued shall not exceed 4,80,000 (*Four Lacs Eighty Thousand*) fully paid up equity shares of the face value of Rs.10/- each and the price payable for each such shares shall be Rs.146/- (including a premium of Rs. 136/-) per equity share aggregating to Rs.7,00,80,000/- (Rs. Seven Crores Eighty Thousand only), which is higher than the price determined in accordance with the applicable SEBI ICDR Regulations.

Name of the Allottee	No. of Equity Shares of Rs.10/- each
Dilip S Mehta	2,06,000
Tisya Financial Services Private Limited	1,37,000
Ashwani Deedwania	68,500
Karim Kassamali Jagmagia	30,800
Khadija Karim Jagmagia	27,400
Aahad Karim Jagmagia	10,300
Total	4,80,000

RESOLVED FURTHER THAT the 'Relevant Date' under SEBI ICDR Regulations on Preferential Issue, in relation to the offer and issue of equity shares, for the purpose of determining the issue price is July 17, 2011 being the date 30 (Thirty) days prior to the date of Extra – Ordinary General Meeting, i.e. August 16, 2011.

RESOLVED FURTHER THAT the equity shares issued and allotted in terms of this resolution shall rank *pari passu* in all respects with the existing equity shares of the Company and be listed on the Stock Exchanges where the equity shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue or allotment of aforesaid equity shares and listing thereof with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer, allotment and listing of the equity shares at any stage, including utilization of the issue proceeds.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other 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 resolution."

For Compuage Infocom Limited



Atul H. Mehta

Chairman & Managing Director

Explanatory Statement
[Pursuant to section 173 of the Companies Act, 1956]

Item No. 1

To augment the resources for the capital expenditure, working capital requirements and for general corporate purpose, your Company has proposed to issue equity shares on a preferential allotment basis in accordance with the regulations for Preferential Issues contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The present resolution is proposed to be passed in order to enable the Board of Directors of the Company to make the above-mentioned preferential issue and allotment of Equity Shares.

The following disclosure is made for the preferential issue of equity shares in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

i) OBJECTS OF THE PREFERENTIAL ISSUE

Your Company requires long term funds for capital expenditure, working capital / Funds for general corporate purpose. In order to generate long term resources for implementing future growth plans, it is proposed to issue Equity Shares on a preferential allotment basis.

The proceeds of the proposed preferential allotment of equity shares will strengthen the financial position of the Company.

ii) PROPOSAL OF PROMOTERS, DIRECTORS OR KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER:

None of the Promoters, Directors and Key Management Personnel intends to subscribe to the preferential issue.

iii) **SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PROPOSED ISSUE:**

Particulars	No. of Shares	%	No. of Shares to be allotted	No. of Shares	%
(A) Promoter and Promoter Group Shareholding	3,518,953	67.93%		3,518,953	62.17%
(B) Public Shareholding					
Institutions					
FIIs/Banks	40	0.00%		40	0.00%
Non-Institutions					
Bodies Corporate	69,115	1.33%	137,000	206,115	3.64%
Resident Individuals	776,818	15.00%	343,000	1,119,818	19.78%
Clearing Members	100,074	1.93%		100,074	1.77%
Foreign Corporate Bodies	54,725	1.06%		54,725	0.97%
Others	660,275	12.75%		660,275	11.67%
Sub Total	1,661,047	32.07%		2,141,047	37.83%
Total Public shareholding (B)	1,661,047	32.07%		2,141,047	37.83%
Total (A)+(B)	5,180,000	100.00%	480,000	5,660,000	100.00%

Notes:

- The shareholding pattern mentioned above would undergo changes to the extent of the equity shares allotted.
- The Allottee of equity shares shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, if applicable.

iv) **TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED:**

The allotment of equity shares will be completed within the time prescribed under the SEBI ICDR Regulations.

v) IDENTITY OF THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL:

The following is the person to whom equity shares are proposed to be allotted on a preferential basis. The number of shares and percentage of holding by the proposed Allottee prior to and after the proposed issue is as under:

Name of the proposed Allottee	Pre-issue equity shareholding		Post-issue equity shareholding	
	No. of shares	%	No. of shares	%
Dilip S Mehta	Nil	NA	2,06,000	3.64
Tisya Financial Services Private Limited	Nil	NA	1,37,000	2.42
Ashwani Deedwania	Nil	NA	68,500	1.21
Karim Kassamali Jagmagia	Nil	NA	30,800	0.54
Khadija Karim Jagmagia	Nil	NA	27,400	0.48
Aahad Karim Jagmagia	Nil	NA	10,300	0.18

No Change in control:

The existing promoters of the company will continue to be in control of the company and there will not be any change in the management / control of the company as a result of the proposed preferential allotment. As a result of this preferential allotment, there shall be no changes in the Board of Directors of the Company.

vi) PRICE:

The equity shares shall be issued at a price of Rs.146/- (including a premium of Rs. 136/-) per equity share, which is higher than the price determined in accordance with the applicable SEBI ICDR Regulations.

Explanation:

- (i) 'Relevant date for determining the issue price of the equity shares shall be July 17, 2011, being the date which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. August 16, 2011.

vii) TERMS OF EQUITY SHARES:

The entire issue price shall be payable on the subscription of equity shares. The equity shares shall rank *pari passu* in all respects with the existing equity shares of the Company.

viii) AN UNDERTAKING THAT THE ISSUER SHALL RE-COMPUTE THE PRICE OF THE SPECIFIED SECURITIES IN TERMS OF THE PROVISIONS OF SEBI ICDR REGULATIONS, WHERE IT IS REQUIRED TO DO SO:

As the equity shares of the Company have been listed on the Stock Exchanges for more than six months, the conditions relating to re-computing the price and other matters connected therewith referred to in the SEBI ICDR Regulations are not applicable to the Company.

ix) AN UNDERTAKING THAT IF THE AMOUNT PAYABLE ON ACCOUNT OF RE-COMPUTATION OF PRICE IS NOT PAID WITH IN THE TIME STIPULATED IN THESE REGULATIONS, THE SPECIFIED SECURITIES SHALL CONTINUE TO BE LOCKED IN TILL THE TIME SUCH AMOUNT IS PAID BY THE ALLOTTEE:

Not applicable.

x) LOCK IN:

The equity shares issued as above shall be locked-in for a period as specified under Chapter VII of SEBI ICDR Regulations as amended from time to time.

xi) The letter of intent from the aforesaid proposed allottee agreeing to subscribe to the offer has been received.

xii) CERTIFICATE FROM AUDITORS:

M/s. B V Dalal & Co. Chartered Accountants Statutory Auditors of the Company have certified that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations. A copy of the said certificate is available for inspection by the shareholders at the Registered Office of the Company on all working days except Saturdays and Sundays and public holidays between 3 p.m. and 5 p.m. prior to the date of the Extra-ordinary General Meeting and will also be available for inspection at the Meeting.

Pursuant to the provisions of Section 81(1A) of the Act, any offer or issue of shares in a Company to persons other than the holders of the equity shares of the Company or to such holders otherwise than in proportion to the capital paid up, requires prior approval of the shareholders in general meeting by passing of Special Resolution.

None of the Directors of the Company are deemed to be concerned or interested in the passing of the said Resolution, except upto their shareholding in the Company.

The Directors recommend this Resolution for your consideration.

Place : Mumbai
Date : July 18, 2011

By order of the Board
For Compuage Infocom Limited


Shilpa Singh
Company Secretary