

### COMPUAGE INFOCOM LTD

D-601/602 & G-601/602, Lotus Corporate Park, Graham Fith Steel Compound, Western Express Highway, Goregaon (E), Mumbai – 400 063. India. Ph.:+91-22-6711 4444 • Fax:+91-22-6711 4445 info@compuageindia.com • www.compuageindia.com CIN: L99999MH1999PLC135914

### NON-CUMULATIVE UNSECURED FIXED DEPOSIT SCHEME FOR MEMBERS AND PUBLIC

### TERMS AND CONDITION

#### PERIOD AND INTEREST:

Period	Rate of Interest for Public	Rate of Interest for Shareholders and Current Employees	Payment of Interest
1 year	11.00% p.a.	11.50% p.a.	Quarterly
2 years	11.00% p.a.	11.50% p.a.	(30th June, 30th September, 31st December, 31st March)
3 years	11.50% p.a.	12.00%p.a.	and on maturity

#### HIGHLIGHTS:

- Deposits will be accepted only from Members of the Company, Current Employees during the duration of the scheme and from Public being limited to following entities who is a resident and who's registered office is registered / situated in India:
  - ✓ Individuals:
  - ✓ Hindu Undivided Family;
  - ✓ Body Corporates;
  - ✓ Trusts:
  - ✓ Co-operative Societies
- Deposits will be accepted in multiples of Rs.1,000/-, subject to minimum of Rs.25,000/-.
- Income-tax PAN is mandatorily required in case of Indian applicants, including minor and copies of the PAN (selfattested) are to be submitted along with the application form. Foreign Shareholders shall submit Passport (selfattested) along with the application form.
- Interest will be calculated on a 365 days factor basis from the date of realisation of the cheque and will be payable quarterly on 30<sup>th</sup> June, 30<sup>th</sup> September, 31<sup>st</sup> December, 31<sup>st</sup> March and on maturity on non-cumulative basis.
- Payment of interest and repayment of principal amount will be made by electronic banking channels NACH/NEFT/RTGS in favour of the sole / first-named depositor.
- If the depositor is not liable to pay Income Tax and the interest to be paid/credited in a financial year does not exceed the minimum amount which is not chargeable to Income Tax, the depositor may submit a declaration in Form No. 15G or 15H so that income tax is not deducted at source.
- The rate of interest is subject to revision as may be notified under the Companies (Acceptance of Deposits) Rules, 2014, and as amended upto date.

#### HOW TO APPLY?

- Payments should be made by crossed "A/C PAYEE" cheque drawn in favour of "COMPUAGE INFOCOM LTD FIXED DEPOSIT 17-18".
- The Application Form duly filled in, along with the cheque, should be submitted to the Registrar and Transfer Agent at KA: MR. SUSHIL SAWANT, UNIT: FIXED DEPOSIT, LINK INTIME INDIA PVT LIMITED, 247 PARK, C101, 1ST FLOOR, LBS MARG, VIKHROLI (WEST), MUMBAI - 400 083.

#### APPLICATIONS:

- Deposits will be accepted only from Indian Residents having the Income-tax PAN, all applicants are mandatorily required to furnish Income-Tax PAN. However, Foreign Shareholders shall submit their Passport copy.
- Deposits on behalf of a minor having Income-tax PAN will be accepted through his /her guardian, who must sign the Application Form.
- Applications in the prescribed form should be lodged only at the Company's Registrar and Transfer Agent, accompanied by a crossed "Account Payee" cheque drawn in favour of "COMPUAGE INFOCOM LTD FIXED DEPOSIT 17-18".
- To prevent fraudulent encashment of cheques, and to facilitate credit through NACH/NEFT/RTGS, applicants are mandatorily required to give details of the bank account (including MICR & IFSC code) of the sole / first-named depositor, into which the interest and refund will be credited, by submitting copy of cheque / cancelled cheque. Applications without this information will be deemed incomplete and are liable to be rejected.
- In case of multiple deposits of a depositor, only one bank mandate will be accepted and the latest bank mandate will overwrite the previous mandate and would be applicable to all existing deposits held by the depositor under his/her depositor code.
- Signatures must be in English, Gujarati, Hindi or Marathi; signatures in any other language or thumb impressions must be attested by a Magistrate or Notary Public or Special Executive Officer under his / her official seal.
- Please furnish your Contact Address, Tel No. and E-mail ID for all routine communication.

#### MINIMUM AMOUNT:

 The minimum amount of Deposit acceptable will be Rs. 25,000/- Higher amounts will be accepted in multiples of Rs. 1.000/-.

### PERIOD, RATE OF INTEREST AND MATURITY TERMS:

- The deposit will be accepted for a period of 1/2/3 year(s).
- The rate of interest payable is as tabulated above. Interest will be calculated on 365 days factor basis from the date of realisation of the cheque in the Company's account and will be payable quarterly on 30<sup>th</sup> June, 30<sup>th</sup> September, 31<sup>st</sup> December, 31<sup>st</sup> March and on maturity.
- Interest will cease on the date of maturity. Notice of the due date will be recorded upon the Fixed Deposit Receipt to enable the Depositor to either receive payment of the amount due or to arrange for the renewal of the Deposit, if any. The Company will not be bound to give intimation of maturity of the Deposit.

- All unclaimed interest and/or Fixed Deposit for more than seven years, shall be transferred by the Company to the credit of Investor Education and Protection Fund established by the Government of India, and no claim from a depositor shall lie against the Fund or the Company in respect of any such claims.
- Interest will be paid by NACH/NEFT/RTGS in favour of the sole / first-named depositor.

  INCOME TAX:

### Income-tax, wherever applicable will be deducted at source

from interest in accordance with the provisions of the Income-tax Act, 1961. At present, tax is deductible if the aggregate amount of interest (i.e. the amount of total interest payable to any depositor on deposit/s where his/her name appears first) payable, during a financial year exceeds Rs.5000/-, and quarterly TDS certificates will be

issued for the financial year.

owner after clubbing all deposits the person has in his/her capacity as the first named depositor, and will be treated as the payee for purpose of deduction of income-tax at source, and his / her income-tax PAN must be mentioned in the application form.

If the depositor is not liable to pay income tax and the

The first-named depositor will be regarded as the beneficial

interest to be paid/credited in a financial year does not exceed the minimum amount which is not chargeable to income tax, the depositor may submit a declaration in Form No. 15G or 15H so that income tax is not deducted at source.

### JOINT DEPOSITS :

- Joint Deposits may be made in two or three names provided the second / third applicant is not a minor.

  In case of Joint Deposits, all correspondence will be
- addressed only to the person whose name appears first on the Deposit Receipt. All payment of interest and repayment of principal amount will be in favour of the first-named depositor. Any discharge given regarding payment of interest or repayment of principal amount will be considered
- valid only if it is signed jointly by all the applicants to the deposit.

  In the event of the death of the first-named Depositor, the payments of interest and the repayment of the principal amount will be made to the person in order of the survivor(s) on production of a death certificate without reference to the
- heir(s) and / or legal representative(s) of the deceased. In the event of the death of the sole Depositor, the Deposit amount together with the interest due thereon will be paid to the legal representative(s) of the deceased on production of proper legal representation such as Probate of Will, Succession Certificate or Letters of Administration granted by a Court of Competent Jurisdiction and having effect in Mumbai.

## DEPOSIT RECEIPTS :

- The Deposit Receipts will be forwarded at the address given in the Application Form within a period of twenty one days from the date of realisation of cheque or date of renewal, provided renewal request is received by us atleast fifteen days in advance.
  - Deposit Receipts are not transferable.
  - In the event of loss, destruction or mutilation of the Deposit Receipt, the Company may, at its sole discretion, issue a Duplicate Receipt on such reasonable terms as to indemnity and / or otherwise as it may think fit. All expenses incurred in this connection will be borne by the Depositor(s).

### RENEWAL/REPAYMENT/PRE-MATURE WITHDRAWAL:

 Deposit Receipt issued by the Company must be duly discharged on the requisite revenue stamp and lodged with the Company at least fifteen days prior to maturity date to enable the Company to renew or refund the Deposit, as the case may be, on the due date. In case of renewal, a renewal form duly filled in should accompany the said discharged

- Receipt. Renewal of Deposit will be solely at the discretion of the Company. Where the Deposit Receipt is not presented for renewal at least fifteen days on or before the maturity date, the Depositor will not be entitled to interest after the date of maturity.
- Repayment of the principal amount will be made by NACH/NEFT/RTGS in favour of the sole/first-named depositor.
- Where the due date of any payment falls on a Saturday, Sunday, Bank Holiday or any other day on which office of the Company remains closed, the payment will be made on the next working day.

  Deposits will be repaid only on maturity.
- No pre-mature withdrawal of denosit
  - No pre-mature withdrawal of deposits is allowed within a period of less than six months from the date of acceptance or renewal of such deposit. For pre-mature withdrawal of deposits, the rate of interest payable on deposit shall be reduced by 1% from the rate of interest payable subject to statutory regulations. For such cases, the deposit receipt must be discharged by all the joint holders along with an application for pre-mature withdrawal signed by all of them.

# NOMINATION: Nomination facility (optional) is available to the Depositors.

cannot be nominated. A minor can also be nominated; however, in such a case, the sole applicant / the two joint applicants should appoint a guardian other than himself / themselves. In the event of the death of the Depositor(s), the Company will deal with the nominee, or the appointed guardian till the minor nominee attains majority, as the case may be. Nomination stands rescinded upon renewal of Deposits, and has to be done afresh on renewal.

The nominee must be a Resident Indian individual; an NRI

### GENERAL:

- The Company will not recognise or accept any lien or assignment of Deposit or interest thereon.
- Notification to the Company regarding change of address, tax exemption, etc. must be lodged at least 45 days before the date on which interest falls due.

The Company will not be responsible for delays or loss in

postal transit of Deposit Receipts and cheques sent to the

Depositors. In the event of loss of cheques, duplicates will

- be issued on such reasonable terms as to indemnity and otherwise as the Company may think fit.
   Deposits are unsecured and are subject to the Companies (Acceptance of Deposits) Rules, 2014 and other applicable
- rules or regulations for the time being in force.

  Deposits are subject to Mumbai jurisdiction.
- The Company reserves the right:
- to alter or amend without notice any or all the terms and conditions stipulated above
  - to vary the terms and conditions of Deposits
  - to discontinue acceptance of Deposits at any time at its discretion
  - to reject any application for fresh deposit or for renewal, without assigning any reason
- These terms and conditions forms part of the prescribed Application Form.

### SUBMISSION CHECKLIST:

- Duly filled Application Form
- PAN (Indian Resident) / Passport (Foreign Shareholder)
- Crossed 'A/c Payee' cheque in favour of 'COMPUAGE
- INFOCOM LTD FIXED DEPOSIT 17-18'

  Cancelled cheque to facilitate payment of interest and

principal amount in the bank account, if different from

aforesaid bank account.
 Address Proof [Aadhaar Card/Passport Copy/Utility Bill (not older than 2 months)/Driving License/Voter ID Card]



[Pursuant to Section 73 (2)(a) and Section 76 and Rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014]

D-601/602 & G-601/602, Lotus Corporate Park, Graham Firth Steel Compound,

The Company also provides product support services for aforesaid products.

Business carried on by the Company alongwith 41 Branches, 1 Central Warehouse, 3 Distribution

Hubs, 42 Warehouses, 61 Service Centres in India and Compuage Infocom (S) Pte. Ltd. (Singapore

The Company is engaged in distribution of Computer Parts and Peripherals and Telecom Products.

The Company is being managed by the Managing Director with the help of Executive Director and a

team of professionals, subject to the superintendence, control and direction of the Board of

DIN

`00716869

`00740861

`00010877

`00179479

00058548

The Company is one of the leading IT Distribution Company in India and listed on both BSE Limited and National Stock Exchange of India Limited. The Company has deployed risk management framework which helps to proactively identify, mitigate and prioritise risks. The Management is of the view that there would be lot of opporunities in coming time and it has laid down various modes to grab such opportunities. Further, the net worth, revenue from operations and cash flows of the

Occupation

**Business** 

**Business** 

Service

Self-Employed

Self-Employed

Western Express Highway, Goregaon (East), Mumbai - 400 063. Website: www.compuageindia.com; Contact: 022-67114444

Subsidiary) & Compuage Infocom Limited (Singapore Branch):

GENERAL INFORMATION:

details of the Company

units, if any

Company

the Directors

Name, address, website and other contact

Date of incorporation of the Company

Business carried on by the Company and its

subsidiaries with the details of branches or

Brief particulars of the management of the

Names, addresses, DIN and occupations of

Management's perception of risk factors

Details of default, including the amount

involved, duration of default and present

status, in repayment of-

1

a.

b.

C.

d.

e.

f.

)	CIRCULAR OR CIRCULAR IN THE FORM	OF ADVERTISEMENT INVITING DEPOSIT

COMPUAGE INFOCOM LIMITED

Value Performanoe	
COMPUAGE INFOCOM LTD	CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSIT

Value Performanoe	
COMPUAGE INFOCOM LTD	CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS

27th July 1999

Directors.

Name & Address

of Directors

Mr. Atul Harkishandas Mehta

333, Belasis Rd, Tardeo (West),

Mr. Ganesh Shiva Ganesh No.3/12, Seema Society,

Mumbai, Maharashtra,

India 400053

India 400049

301, S.S.Sadan,

N. Dutta Marg, Andheri West,

Mrs. Preeti Kaushik Trivedi 3-A, Nirmal Building, Gulmohar Cross Road No. 5,

Opp Irla Masjid, Jvpd Scheme, Juhu, Mumbai, Maharashtra,

Mr. Vijay Gopi Kishan Agarwal

Company are strong enough to meet any repayment liability.

iii) Loan from any bank or financial institution and interest thereon: Nil

i) Statutory Dues: NIL except the disputed statutory dues

ii) Debentures and interest thereon: Not applicable

Gulmohar Cross Road No.6,

Juhu Scheme, Mumbai, Maharashtra, India 400049

1804 Wallace Apts, Sleater Road.

Mumbai-400007, Maharashtra, India

Mr. Bhavesh Mehta 4A-1, 4th Floor, Great Eastern Royale,

Mumbai - 400034, Maharashtra, India

2	PARTICULARS OF THE DEPOSIT SCHEME:				
а.	Date of passing Board Resolution	6th June 2017			
b.	Date of passing of resolution in the general meeting authorizing the invitation of such deposits	27th July 2017			
c.	Type of deposit	Unsecured			
d.i.	Amount which the Company can raise by way of deposits as per the Act and the rules made thereunder	The total amount Company can raise is Rs.3933.65 Lakh based on the Balance Sheet as at 31st March 2017 i.e. i) 10% of the aggregate of the paid-up capital and free reserves from its Members i.e. Rs.1123.90 Lakh ii) 25% of the aggregate of the paid-up capital and free reserves from Public i.e. Rs.2809.75 Lakh			
īī.	Aggregate of deposits actually held on the last day of the immediately preceding financial year	NIL			
ili.	Aggregate of deposits actually held on the date of issue of the Circular or Advertisement	NIL			
iv.	Amount of deposit proposed to be raised	The total amount that the Company proposes to raise is Rs.3933.65 Lakh based on the Balance Sheet as at 31st March 2017 i.e. i) 10% of the aggregate of the paid-up capital and free reserves from its Members i.e. Rs.1123.90 Lakh ii) 25% of the aggregate of the paid-up capital and free reserves from Public i.e. Rs.2809.75 Lakh			
v.	Amount of deposit repayable within the next twelve months	NIL			
e.	Terms of raising of deposits:				
	Duration	1 year	2 years	3 years	
	Rate of Interest for Public	11.00% p.a.	11.00% p.a.	11.50% p.a.	
	Rate of Interest for Shareholders and Current Employees	11.50% p.a.	11.50% p.a.	12.00% p.a.	
	Payment of Interest	Payable quarterly on 30th June, 30th September, 31st December, 31st March and on maturity.	Payable quarterly on 30th June, 30th September, 31st December, 31st March and on maturity.	Payable quarterly on 30th June, 30th September, 31st December, 31st March and on maturity.	
	Payment of Principal	On maturity On maturity On		On maturity	
	Mode of payment for Subscription	drawn in favour of 'Compuage	Crossed "A/c Payee" cheque be drawn in favour of 'Compuage Infocom Limited Fixed Deposit 17-18'	drawn in favour of 'Compuage	
	Mode of Repayment	amount will be made by NACH /	Repayment of the principal amount will be made by NACH / NEFT / RTGS in favour of the sole/first-named depositor	amount will be made by NACH /	
f.	Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the circular or advertisement is valid	from the date of issue of the newspaper in which circular in form of advertisement appears till September 30, 2018 or the date of Company's Annual General Meeting to be held in	The scheme will be opened from the date of issue of the newspaper in which circular in form of advertisement appears till September 30, 2018 or the date of Company's Annual General Meeting to be held in the year 2018, whichever is earlier.	from the date of issue of the newspaper in which circular in form of advertisement appears till September 30, 2018 or the date of Company's Annual	
g.	Reasons or objects of raising the deposits	Source of medium term finance for the business of the Company.			
h.	Credit rating obtained:				
	Name of the Credit Rating Agencies	CARE Ratings Ltd.			
	Rating obtained	A - (FD) [Single A minus (Fixed Deposit)]			
	Meaning of the rating obtained	Stable			
	Date on which rating was obtained	8th September 2017			

i.	Extent of deposit insurance	NIL since not available.			
	Name of the Insurance Company	NA			
	Terms of the insurance coverage	NA NA			
	Duration of coverage	NA			
	Extent of coverage	NA			
	Procedure for claim in case of default	NA			
j.	Short particulars of the charge created or to be created for securing such deposits	Not applicable as the deposits ar	e unsecured in nature.		
k.	Any financial or other material interest of the Directors, Promoters or Key Managerial Personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons	None			
3.	DETAILS OF ANY OUTSTANDING DEPOSITS :				
a.	Amount Outstanding	NIL			
b.	Date of acceptance	NA			
c.	Total amount accepted	NIL			
d.	Rate of interest	NIL	NIL		
e.	Total number of depositors	NIL			
f.	Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved	NA NA			
g.	Any waiver by the depositors, of interest accrued on deposits	NA			
4.	FINANCIAL POSITION OF THE COMPANY:				
a	Profits of the Company, before and after making provision for tax, for the three	Financial Year	Profit Before Tax (Rs. in Lakh)	Profit After Tax (Rs. in Lakh)	
	financial years immediately preceding the date of issue of circular or advertisement	2016-17*	2773.93	1767.44	
		2015-16	2127.64	1402.08	
		2014-15	1748.19	1168.57	
		*Subject to adoption by the Shareholders at the ensuing Annual General Meeting of the Company			
b	Dividends declared by the Company in respect of the said three financial years;	Financial Year	Dividend Declared	Interest coverage Ratio EBIT/Interest Expense	
	interest coverage ratio for last three years	2016-17*	0.40 paisa per Equity Share	1.47	
		2015-16	Rs.2/- per Equity Share	1.54	
		2014-15	Rs.2/- per Equity Share	1.50	
		*Subject to approval by the Shareholders at the ensuing Annual General Meeting of the Company			

c.	A summary of the financial position of the Company as in the three Audited Balance Sheets immediately preceding the date of	Liabilities	As at 31.03.2017* (Rs. in Lakh)	As at 31.03.2016 (Rs. in Lakh)	As at 31.03.2015 (Rs. in Lakh)	
	issue of circular or advertisement	Share capital	1174.8	1174.8	665.5	
		Reserves and Surplus	10328.76	8844.11	7357.32	
		Non-Current Liablities	2047.91	244.78	365.81	
		Current Liabilities	80288.85	57263.36	45884.38	
		Total	93840.32	67527.05	54273.01	
		Assets	As at 31.03.2017* (Rs. in Lakh)	As at 31.03.2016 (Rs. in Lakh)	As at 31.03.2015 (Rs. in Lakh)	
		Non- Current Assets	3502.49	3521.19	3797.88	
		Current Assets	90337.83	64005.86	50475.13	
		Total	93840.32	67527.05	54273.01	
		*Subject to adoption by the Shareholders at the ensuing Annual General Meeting of the Company				
d.	Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or circular in form of	Particulars	As at 31.03.2017* (Rs. in Lakh)	As at 31.03.2016 (Rs. in Lakh)	As at 31.03.2015 (Rs. in Lakh)	
	advertisement	i) Cash Flow from Operating Activities	774.47	919.24	2548.4	
		ii) Cash flow from Investing Activities	411.5	-2321.81	848.45	
		iii) Cash flow from Financing Activities	-592.01	3324.43	-3430.88	
		iv) Net increase/ (decrease) in Cash and Cash Equivalents	593.96	1921.86	-34.04	
		*Subject to adoption by	the Shareholders at the en	nsuing Annual General Me	eting of the Company	
e.	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Company	None				
5	A DECLARATION BY THE DIRECTORS THAT-					
а.	the Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest there on;					
b	the Board of Directors have satisfied themselves fully with respect to the affairs and prospects of the Company and that they are of the opinion that having regard to the estimated future financial position of the Company, the Company will be able to meet its liabilities as and when they become due and that the Company will not become insolvent within a period of one year from the date of issue of the circular or circular in the form of advertisement;					
c.	the Company has complied with the provisio	ns of the Act and the rules	made thereunder;			
d.	the compliance with the Act and the ru	ules does not imply tha	at repayment of deposi	ts is guaranteed by the	e Central Government;	
e.	the deposits accepted by the company before (days to be specified) and until they are re	re the commencement of epaid, they shall be treat	the Act have been repaid ed as unsecured and ran	l (or will be repaid along v king paripassu with othe	vith interest within days er unsecured liabilities);	
f.	in case of any adverse change in credit rating,	depositors will be given a	chance to withdraw depo	sits without any penalty;		
g.	the deposits shall be used only for the purpos	ses indicated in the circula	r or circular in the form of	advertisement;		
h.		the deposits accepted by the Company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank paripassu with other unsecured liabilities of the Company.				
6.	DISCLAIMER:					
	It is to be distinctly understood that filing of a construed that the same has been cleared at take any responsibility either for the financing correctness of the statements made or opinique diligence before investing in the deposits	or approved by the Regist cial soundness of any dep ons expressed in the circu	rar or Central Governmer posit scheme for which th	nt. The Registrar or Centra ne deposit is being accept	al Government does not ted or invited or for the	
	NAbod			For Com	puage Infocom Limited,	
	Mumbai 11th September 2017	sd/-	sd/-		sd/-	
		Atul H. Mehta Chairman and Managing Director	<b>Bhavesh H</b> Whole-time		<b>Vijay Agarwal</b> Independent Director	

Managing Director