



## NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of the Company will be held on Friday, the 29<sup>th</sup> day of March 2019 at 11:00 A.M. at the Registered Office of the Company to transact the following special business:

### SPECIAL BUSINESS:

1. to consider and if thought fit, to pass, with or without modification-s, the following Resolution as Special Resolution:

**“RESOLVED THAT** in accordance with provisions of Sections 196 and 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be prescribed or imposed by any authorities in granting such approvals, permissions and sanctions, approval of members be and is hereby accorded for appointment of **Mr. Simarprit Singh** as **Managing Director** of the Company for a period of two year commencing from 1<sup>st</sup> April, 2019 and ending on 31<sup>st</sup> March, 2021 on such terms and conditions as may be applicable as per policies of the Company from time to time as follows:

- (a) Salary: Rs. 3,30,000/- p.m. (1<sup>st</sup> April 2019 to 31<sup>st</sup> March, 2021)

Inclusive of all allowances, incentives and perquisites as specified herein, as per policies of the Company.

The current salary may increase within a slab of 10% to 20% as may be decided by Board and an annual increment up to 30% may be given over & above the current salary on the basis of individual performance and after considering the company's performance for the year.

- (b) Perquisites & Allowances: Within the overall limit specified as above, the appointee shall be entitled to the following perquisites & allowances:

- i. HRA 50% of basic salary per month
- ii. City Compensatory Allowance
- iii. Technical support allowance
- iv. Reimbursement of medical expenses incurred for self and family subject to a maximum of one-month salary
- v. Provision of use of the company's car for official duties and telephone at residence shall not be included in the computation of perquisites for the purpose of calculating the ceiling of perquisites.
- vi. Additional reimbursements for setting up office for work from Home, broadband connection and miscellaneous expenses shall not be included in the computation of perquisites for the purpose of calculating the ceiling of perquisites.



*Shobha Vignarayan Kumar*

## COMPARE INFOBASE LIMITED

(An ISO 9001 : 2008 Certified Company)

(CIN NO: U72200DL1998PLC095794)

C-62, Community Centre, Janakpuri, New Delhi-110058 (INDIA)

Phone : 91-11-25542045, 41588013/14 Fax : 91-11-25547264

E-mail : [compare@infobase.in](mailto:compare@infobase.in) Website : [www.infobase.co.in](http://www.infobase.co.in)

Mr. Simarprit Singh shall be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified as above:

- i) Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- iii) Encashment of leave at the end of the tenure.

#### Minimum Remuneration

Notwithstanding anything mentioned herein, where, in any financial year, during the currency of tenure of Managing Director, the company has no profits or its profits are inadequate, the company will pay to Managing Director, remuneration by way of salary and perquisites as specified above as minimum remuneration.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board as may in its absolute discretion deem fit, within the maximum amount payable to the Managing Director as specified above.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deed, and things and to execute all such documents and writing as may be required to give effect to the aforesaid resolution."

By Order of the Board

*Shabue Vishwaranjan Kumar Sinha*

Date: 7<sup>th</sup> March, 2019  
Place: New Delhi

THAKUR VISHWARANJAN K. SINHA  
DIRECTOR

DIN: 08208775

ADDRESS: RZ-48, SECOND FLOOR,  
GALI NO. 3, DABRI CROSSING, SYNDICATE ENCLAVE,  
PALAM VILLAGE, NEW DELHI-110045



**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the Resolutions at Item no.1 is annexed hereto.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy and the Proxy need not be a member of the Company.**

**Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the Commencement of the Meeting.**

3. Members/Proxy Holders are requested to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall.
4. Statutory Registers maintained by the Company under the applicable rules and regulations, will be available for inspection by the member at the AGM.
5. 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 (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Extra-ordinary General Meeting of the Company.



**Date: 7<sup>th</sup> March, 2019**  
**Place: New Delhi**

**By Order of the Board**

*Thakur Vishwaranjan Kumar Sinha*

**THAKUR VISHWARANJAN K. SINHA**  
**DIRECTOR**  
**DIN: 08208775**  
**ADDRESS: RZ-48, SECOND FLOOR,**  
**GALI NO. 3, DABRI CROSSING, SYNDICATE ENCLAVE,**  
**PALAM VILLAGE, NEW DELHI-110045**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:**

**Item No. 1**

The members of the Company had re-appointed Mr. Simarprit Singh as Managing Director w.e.f. 1<sup>st</sup> April, 2017 for a period of two years on such terms and conditions as specified in the resolution. As the said term is about to expire, the Board of Directors had in their meeting held on 7<sup>th</sup> March 2019 approved the appointment of Managing Director w.e.f. 1<sup>st</sup> April 2019 for a period of two-year subject to approval of members of the Company. As the Company doesn't have adequate profits for payment of remuneration to the Managing Director, said remuneration shall be paid as per provisions of Section II of Part II of Schedule V of the Companies Act, 2013 to the Managing Director. Therefore, approval of Central Government shall not be required for the same.

Further, members shall consider the following information while approving the above as special resolution:

**I. GENERAL INFORMATION**

- i. The Company is dealing in software and website development.
- ii. The Company is not doing any commercial production.
- iii. Financial Performance: The company's turnover for 2017-18 is Rs. 7,91,04,131/- and loss for the year –Rs. 2,02,35,894 /-
- iv. Export performance: This year company has earned- Rs. 4,98,93,527/-/- in foreign currency, which contributes 63.07% of the total turnover.

**II. INFORMATION ABOUT THE APPOINTEE**

- i. Background details: Mr. Simarprit Singh is an economics graduate and has done post-graduation diploma in computers.
- ii. Past remuneration: Rs. 3, 30,000/- p.m.
- iii. Recognition or awards: N.A.
- iv. Job profile or his suitability: He is responsible for operations, marketing, technology and yield monitoring for the company.
- v. Remuneration proposed: Rs. 3,30,000/- p.m. (1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2021)
- vi. Comparative remuneration profile with respect to industry: In the industry, for the profile he is handling, people are highly paid as compared to the above-proposed remuneration.



*Habue Vishwanarayana Kumar*  
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- vii. Pecuniary relationship directly or indirectly with the company: Mr. Simarprit Singh is one of the promoters of the company.

### III. OTHER INFORMATION

- i. Reason of inadequate profit: In the industry, for the profile he is handling, people are highly paid but Board has proposed the minimum remuneration.
- ii. Steps taken or proposed to be taken for improvement: The company has detailed expansion plans and increased its revenue lines.
- iii. Expected increase in productivity and profits in measurable terms: The Company is in a view to grow with the increase in its profitability and revenue by 20%.

### IV. DISCLOSURE ABOUT PROPOSED REMUNERATION

- (b) Salary: Rs. 3,30,000/- p.m. (1<sup>st</sup> April 2019 to 31<sup>st</sup> March, 2021)

Inclusive of all allowances, incentives and perquisites as specified herein, as per policies of the Company.

The current salary may increase within a slab of 10% to 20% as may be decided by Board and an annual increment up to 30% may be given over & above the current salary on the basis of individual performance and after considering the company's performance for the year.

- (b) Perquisites & Allowances: Within the overall limit specified as above, the appointee shall be entitled to the following perquisites & allowances:

- i. HRA 50% of basic salary per month
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- iii. Technical support allowance
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- v. Provision of use of the company's car for official duties and telephone at residence shall not be included in the computation of perquisites for the purpose of calculating the ceiling of perquisites.
- vi. Additional reimbursements for setting up office for work from Home, broadband connection and miscellaneous expenses shall not be included in the computation of perquisites for the purpose of calculating the ceiling of perquisites.



Mr. Simarprit Singh shall be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified as above:

- i) Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

*Shobee Vishwanath Kumar*  
*Shobee*

- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- iii) Encashment of leave at the end of the tenure.

The Board of Directors recommends the resolution for approval of Members.

None of the Directors are concerned or interested in the proposed Resolution except Mr. Simarprit Singh.

By Order of the Board

*Thakur Vishwanjan Kumar Sinha*

THAKUR VISHWARANJAN K. SINHA  
DIRECTOR

DIN: 08208775

ADDRESS: RZ-48, SECOND FLOOR,  
GALI NO. 3, DABRI CROSSING, SYNDICATE ENCLAVE,  
PALAM VILLAGE, NEW DELHI-110045

Date: 7<sup>th</sup> March 2019  
Place: New Delhi



## Compare Infobase Limited

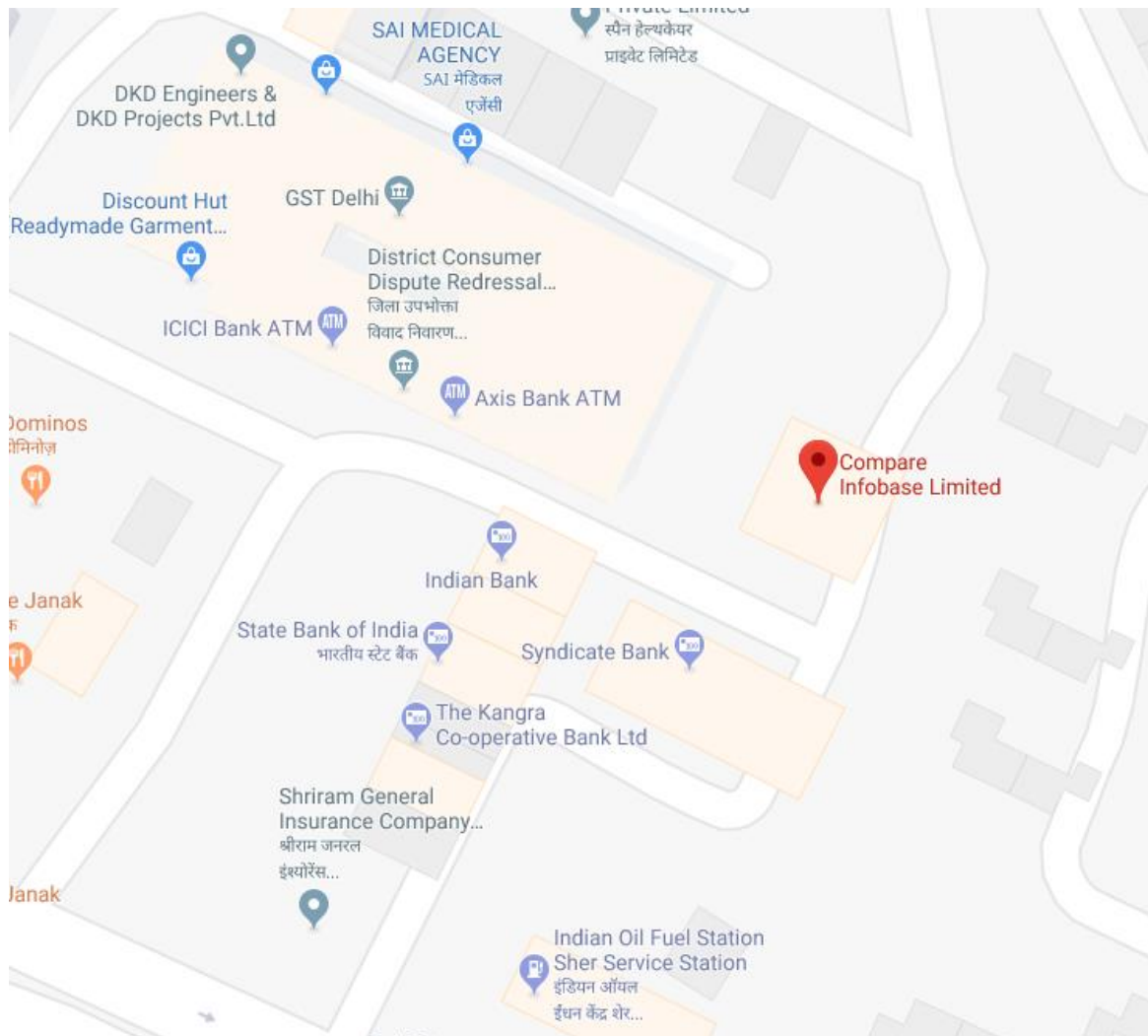
### ROUTEMAP

Day: Friday

Date: 29<sup>th</sup> March 2019

Time: 11:00 a.m.

Venue: C - 62, Community Centre, Janak Cinema Complex, Janakpuri, New Delhi-110058



**COMPARE INFOBASE LIMITED**

Regd. Office: C-62, Janak Cinema Complex, Janakpuri, New Delhi-110058  
Phone: +91-11-25542045, 41588013/14, Email: [compare@infobase.in](mailto:compare@infobase.in) Website: [www.infobase.co.in](http://www.infobase.co.in)  
CIN: U72200DL1998PLC095794

**ATTENDANCE SLIP**

**Venue of the meeting** : C-62, Janak Cinema Complex, Janakpuri, New Delhi-110058

**Day, Date & Time** : Friday, March 29, 2019 at 11:00 a.m.

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>Email ID</b>	
<b>Folio No./DP ID/ Client ID</b>	
<b>No. of shares held</b>	

I certify that I am the registered shareholder(s)/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-ordinary General meeting of the Company on Friday, March 29, 2019 at 11.00 am at C-62, Janak Cinema Complex, Janakpuri, New Delhi-110058.

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Member's/Proxy's name in Block letters

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Member's/Proxy's Signature



**COMPARE INFOBASE LIMITED**

Regd. Office: C-62, Janak Cinema Complex, Janakpuri, New Delhi-110058  
Phone: +91-11-25542045, 41588013/14, Email: [compare@infobase.in](mailto:compare@infobase.in) Website: [www.infobase.co.in](http://www.infobase.co.in)  
CIN: U72200DL1998PLC095794

**Form No. MGT-11**

**Proxy form**

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

Venue of the meeting : C-62, Janak Cinema Complex, Janakpuri, New Delhi-110058  
Day, Date & Time : Friday, March 29, 2019 at 11:00 A.M.

Name of the Member(s):  Registered address:  E-mail Id: Folio No/ Clint Id: DP ID:
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I/ We being the member of Compare Infobase Limited holding.....shares, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-ordinary General Meeting of members of the Company, to be held on Friday, 29<sup>th</sup> March, 2019 at 11.00 A. M. at the registered office of the Company at C-62, Janak Cinema Complex, Janakpuri, New Delhi-110058 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	Number of shares held	For	Against
Special Business				
1.	Appointment of Mr. Simarprit Singh(DIN: 00111910) as Managing Director of the Company for a period of two year commencing from 1 <sup>st</sup> April, 2019 and ending on 31 <sup>st</sup> March 2021 .			

Affix Revenue  
Stamp Rs.1/-

Signed this ..... day of..... 2019

.....  
Signature of Shareholder

.....  
Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**