

Speed
Reliability
Value Performance

COMPUAGE INFOCOM LTD

1st March 2019

To,
The Corporate Services Dept.
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

National Stock Exchange of India Ltd.,
Exchange Plaza,
C-1, Block G, Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051.

Sub: Voting results of the Extra-Ordinary General Meeting of the Company

Security Code: 532456
ISIN: INE070C01037

Symbol: COMPINFO

Dear Sir/Ma'am,

Pursuant to Regulation 44(3) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, please find enclosed herewith details pertaining to the voting results of the business transacted at the Extra-Ordinary General Meeting (EGM) of the Shareholders of the Company held on 1st March 2019 at 10.00 a.m. at Victoria Memorial School for Blind, Tardeo Road, Opposite Film Center, next to Girnar Tower, Mumbai- 400034.

Further, a combined report of the Scrutinizer on e-Voting and voting conducted through Poll (Ballot Paper) at the EGM is enclosed herewith. The said report will be available on Companies website at www.compuageindia.com.

Kindly take the same on your records and oblige.

Thanking you,

Yours faithfully,
For Compuage Infocom Ltd.,

Disha Shah
Company Secretary



Place: Mumbai

Encl:

1. Details of voting results as per Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Combined report of the Scrutinizer on e-Voting and Poll



**E-VOTING RESULTS
AS PER REGULATION
44 (3)
OF SECURITIES AND
EXCHANGE BOARD OF
INDIA
(LISTING OBLIGATIONS
AND DISCLOSURE
REQUIREMENTS)
REGULATIONS, 2015**



Details of Voting Results

Sr. No.	Particulars	Details
1	Date of Extra-Ordinary General Meeting (EGM)	1 st March 2019
2	Record Date	22 nd February 2019
3	Total number of Shareholders on record date	7873
4	Number of Shareholders present in the meeting either in person or through proxy	
	Promoters/ Promoters Group	4
	Public	35
5	Number of Shareholders attended the meeting through Video Conferencing	Not applicable
	Promoters/ Promoters Group	
	Public	



Compuage Infocom Limited

1 - To consider increase in Authorised Share Capital and consequential alteration of Capital clause of the Memorandum of Association.

Resolution Required : (Ordinary)		No						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		36111620	100.0000	36111620	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	36111620	0	0.0000	0	0	0.0000	0.0000
	Total		36111620	100.0000	36111620	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	6286289	0	0.0000	0	0	0.0000	0.0000
	Total		6286289	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		558126	3.4153	558126	0	100.0000	0.0000
	Poll		4130	0.0253	4130	0	100.0000	0.0000
	Postal Ballot	16342086	0	0.0000	0	0	0.0000	0.0000
	Total		562256	3.4406	562256	0	100.0000	0.0000
Total		58739995	36673876	62.4343	36673876	0	100.0000	0.0000



Compuage Infocom Limited

2 - To consider issue upto 62,35,811 Equity Shares on Preferential Issue Basis.

Resolution Required : (Special)		2 - To consider issue upto 62,35,811 Equity Shares on Preferential Issue Basis.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting	36111620	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot								
	Total				0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	6286289	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot								
	Total				0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16342086	557326	3.4104	556886	440	99.9211	0.0789	
	Poll		4130	0.0253	4130	0	100.0000	0.0000	
	Postal Ballot								
	Total				3.4357	561016	440	99.9216	0.0784
Total		58739995	561456	0.9558	561016	440	99.9216	0.0784	



Compuage Infocom Limited

3 - To consider issue upto 1,00,00,000 Optionally Convertible Preference Shares on Preferential Issue Basis

Resolution Required : (Special)		No									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$			
Promoter and Promoter Group	E-Voting		36111620	100.0000	36111620	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	36111620	0	0.0000	0	0	0.0000	0.0000			
	Total		36111620	100.0000	36111620	0	100.0000	0.0000			
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	6286289	0	0.0000	0	0	0.0000	0.0000			
	Total		0	0.0000	0	0	0.0000	0.0000			
Public Non Institutions	E-Voting		558206	3.4158	558206	0	100.0000	0.0000			
	Poll		4130	0.0253	4130	0	100.0000	0.0000			
	Postal Ballot	16342086	0	0.0000	0	0	0.0000	0.0000			
	Total		562336	3.4411	562336	0	100.0000	0.0000			
Total		58739995	36673956	62.4344	36673956	0	100.0000	0.0000			



**COMBINED
REPORT OF
SCRUTINIZER ON
E-VOTING AND
POLL**



Virendra G. Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,

Pinnacle Corporate Park,

BKC CST Link Rd., MMRDA Area,

Bandra Kurla Complex,

Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367

Mobile : +91 - 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

To,

The Chairman

COMPUAGE INFOCOM LIMITED

Extra Ordinary General Meeting of the members of **CompUAGE Infocom Limited** (CIN: L99999MH1999PLC135914) held at The Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Film Centre, Tardeo, Mumbai - 400034 on Friday, 1st March, 2019 at 10.00 a.m.

Sub: Passing of the Resolution(s) through remote e-voting and poll pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended.

The Board of Directors of **CompUAGE Infocom Limited** (hereinafter referred to as the 'Company') at its meeting held on 31st January, 2019 has appointed me as the Scrutinizer for the Remote E-voting as well as to scrutinize the voting through poll papers received from the members at the venue of the Extra Ordinary General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company has appointed National Securities Depository Limited ('NSDL') as the Service Provider for the purpose of extending the facility of remote e-voting to the Members of the Company.
- Link Intime India Private Limited is the Registrar and Transfer Agent of the Company.
- The Service Provider had provided an Electronic Voting System for Remote E-Voting by members on all items of the business (both Ordinary and Special business) sought



to be transacted at the Extra Ordinary General Meeting (EGM) of the Company, which was held on Friday, 1st March, 2019.

- The Service Provider had setup electronic voting facility on their website, <https://www.evoting.nsdl.com/>. The Company has uploaded all the items of the business to be transacted at the EGM on the website of the Company and also it's Service Provider to facilitate their members to cast their vote through remote e-voting.
- The cut-off date for determining members for the dispatch of the Notice of the Extra Ordinary General Meeting was 31st January, 2019 (Physical & Email) and as on that date, there were 7,825 members of the Company. The NSDL (Service Provider) had sent the notices of the Extra Ordinary General Meeting containing *inter alia* process and manner for availing E-voting facility by E-mail to 6,011 members out of whom transmission of 319 E-mail had failed. In respect of 1,814 members, E-mail IDs were not available and hence the notices were sent by courier.
- The Company completed the dispatch of the Notice of the Extra Ordinary General Meeting in physical form and through E-mail on 4th February, 2019.
- The Notice sent (both through E-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- The Cut-off date for the purposes of identifying the members who will be entitled to vote on the resolutions placed for approval of the members was 22nd February, 2019.
- As prescribed in the aforesaid Rules, the remote E-Voting facility was kept open for Three days from Tuesday, 26th February, 2019 at 9.00 a.m. (IST) to Thursday, 28th February, 2019 at 5.00 p.m. (IST).
- As prescribed in clause (v) of sub-rule (4) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published more than 21 days before the date of the Extra Ordinary General Meeting in English in 'Business Standard' newspaper dated 5th February, 2019 having country-wide circulation and in Maharashtra in 'Mumbai Lakshadweep' newspaper dated 6th February, 2019. The notice published in the Newspaper carried the required information as specified in sub-rule 4 (v) (a) to (h) of the said Rule 20.



- At the venue of the Extra Ordinary General Meeting of the Company held on Friday, 1st March, 2019 the facility to vote through Poll was made available to facilitate those members present in the meeting but could not participate in the Remote E-Voting to cast their votes.
- On 1st March, 2019, after counting of the votes conducted at the venue of the Extra Ordinary General Meeting through poll papers, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Parbat Chaudhari and Mr. Daniel D'souza who acted as the witnesses, as prescribed in sub-rule 4(xii) of the said Rule 20.
- After the voting at the Extra Ordinary General Meeting was concluded, the locked polling box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and poll papers were diligently scrutinized. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly compiled the details of remote e-voting and the facility of voting through poll papers provided at the venue of the Extra Ordinary General Meeting, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the EGM by way of poll papers are as under:

Details	Remote E-voting	Voting through poll papers	Total voting
Number of members who cast their votes	42	8	50
Total number of shares held by them	36669826	87135	36756961
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder		



SPECIAL BUSINESS

1) Item no. 1 of the Notice (As an Ordinary Resolution)

Increase in Authorised Share Capital and Consequential Alternation of Capital Clause of the Memorandum of Association.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	36669826	80	36669746
Poll	87135	83005	4130
Total	36756961	83085	36673876

Table showing Bifurcation of Promoters, Financial Institution and Others – As per Annexure A

2) Item no. 2 of the Notice (As a Special Resolution)

Issue upto 62,35,811 Equity Shares on preferential basis

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	36669826	36112500	557326
Poll	87135	83005	4130
Total	36756961	36195505	561456

Note: Promoter and Key Managerial Personnel are interested in this resolution and therefore their votes are not considered.

Table showing Bifurcation of Promoters, Financial Institution and Others – As per Annexure B

3) Item no. 3 of the Notice (As a Special Resolution)

Issue upto 1,00,00,000 Optionally Convertible Preference Shares on Preferential Issue Basis

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	36669826	0	36669826
Poll	87135	83005	4130
Total	36756961	83005	36673956

Table showing Bifurcation of Promoters, Financial Institution and Others – As per Annexure C

All the Resolutions mentioned in Notice of Extra Ordinary General Meeting dated 1st March, 2019 as per the details given above stand passed under remote E-voting and voting conducted at Extra Ordinary General Meeting by way of poll papers with the

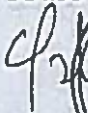



requisite majority and hence deemed to be passed on the date of the Extra Ordinary General Meeting.

I hereby confirm that I am maintaining the registers received from the NSDL both electronically and manually, in respect of the votes cast through remote E-voting and voting conducted at Extra Ordinary General Meeting by way of Poll Paper by the members of the Company. The Poll Paper and all other relevant records relating to remote E-voting and voting through Poll Paper are under my safe custody and will be handed over the same to the Company Secretary for safe keeping.

Thanking You,

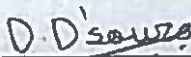
Yours Faithfully



Virendra Bhatt
ACS-115
COP-124

Date: 1st March, 2019
Place: Mumbai


Witnesses:


Parbat Chaudhari


Daniel D'souza

Countersigned and received the Report

For Compuage Infocom Limited


Chairman and Managing Director
Mr. Atul H. Mehta

Date: 1st March, 2019 (DIN: 00096869)
Place: Mumbai



Annexure-A

Compuage Infocom Limited

Resolution Required : (Ordinary)		1 - To consider Increase In Authorised Share Capital and consequential alteration of Capital clause of the Memorandum of Association.						
Whether promoter/ promoter group are interested in the agenda / resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	36111620	36111620	100.0000	36111620	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		36111620	100.0000	36111620	0	100.0000	0.0000
Public Institutions	E-Voting	6286289	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16342086	558126	3.4153	558126	0	100.0000	0.0000
	Poll		4130	0.0253	4130	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		562256	3.4406	562256	0	100.0000	0.0000
Total		58739995	36673876	62.4343	36673876	0	100.0000	0.0000



Annexure-B

Compuage Infocom Limited								
Resolution Required : (Special)			2 - To consider issue upto 62,35,811 Equity Shares on Preferential Issue Basis.					
Whether promoter/ promoter group are interested in the agenda resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	36111620	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	6286289	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16342086	557326	3.4104	556886	440	99.9211	0.0789
	Poll		4130	0.0253	4130	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		561456	3.4357	561016	440	99.9216	0.0784
Total		58739995	561456	0.9558	561016	440	99.9216	0.0784

Note: Promoter and Key Managerial Personnel are interested in this resolution and therefore their votes are not considered.



Compuage Infocom Limited								
Resolution Required : (Special)			3 - To consider Issue upto 1,00,00,000 Optionally Convertible Preference Shares on Preferential Issue Basis					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	36111620	36111620	100.0000	36111620	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		36111620	100.0000	36111620	0	100.0000	0.0000
Public Institutions	E-Voting	6286289	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16342086	558206	3.4158	558206	0	100.0000	0.0000
	Poll		4130	0.0253	4130	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		562336	3.4411	562336	0	100.0000	0.0000
Total		58739995	36673956	62.4344	36673956	0	100.0000	0.0000

