



Speed
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COMPUAGE INFOCOM LTD

28th March, 2022

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.

Security Code: 532456
ISIN: INE070C01037

Symbol: COMPINFO

Sub: Minutes of the Postal Ballot proceedings

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith minutes of the Postal Ballot proceedings with respect to the results declared on 28th March, 2022.

Kindly take the same on records and oblige.

Yours faithfully,

For Compuage Infocom Limited,

Anmol Jolly
Company Secretary



Place: Mumbai

Encl: As above.

HELD AT _____

ON _____

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MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF THE POSTAL BALLOT OF COMPUAGE INFOCOM LIMITED HELD ON MONDAY, 28TH MARCH, 2022, AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT D-601/602 & G-601/602, LOTUS CORPORATE PARK, GRAHAM FIRTH STEEL COMPOUND, WESTERN EXPRESS HIGHWAY, GOREGAON (E), MUMBAI - 400 063.

(DATE OF PASSING RESOLUTION SHALL BE MONDAY, 28TH MARCH, 2022)

Pursuant to and in compliance with the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021, issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, the Company had issued Postal Ballot Notice dated 16th February, 2022, to obtain approval from Shareholders through Postal Ballot by way of e-Voting, on the following business:

Ms. Hetal Kudecha (DIN: 09148116), Additional Non-Executive Independent Director of the Company, be appointed as the Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years, commencing from 7th February, 2022 to 6th February, 2027 (*Special Resolution*).

The Board of Directors of the Company, in its Meeting held on 16th February, 2022, had appointed Mr. B. Narasimhan, COP No.: 10440 & FCS No.: 1303, Partner, BN & Associates, Company Secretaries, failing whom, Mr. Avinash Bagul, COP No.: 19862 & FCS No.: 5578, Partner, BNP & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process only through the e-Voting process in a fair and transparent manner.



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In accordance with the provisions of the MCA Circulars, shareholders could vote only through the remote e-Voting process. Accordingly, the Company had provided e-Voting facility to all its shareholders to cast their votes electronically. The Company had engaged the services of National Securities Depository Limited (hereinafter referred to as "NSDL") to provide the e-Voting facility to its members. The e-Voting period commenced on Thursday, 24th February, 2022, at 9:00 Hours IST and ended on Saturday, 26th March, 2022 at 17:00 Hours IST and the voting rights of members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Friday, 18th February, 2022.

In line with the MCA Circulars, the Postal Ballot Notice was sent only by electronic mode to those members whose email addresses are registered with the Company / Depositories and whose names appeared in the Register of Members / List of Beneficial Owners as received from NSDL / Central Depository Services (India) Limited (hereinafter referred to as "CDSL") as on cut-off date, i.e., 18th February, 2022, and the dispatch of the same was completed on Wednesday, 23rd February, 2022. The Postal Ballot Notice was also available on the Company's website at www.compuageindia.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.nsdl.co.in.

The Company had also released a newspaper publication in Business Standard in English Language having regional circulation and nationwide circulation and in Mumbai Lakshadeep having regional circulation in Marathi Language on Thursday, 24th February, 2022, intimating, inter alia, about the completion of dispatch of Postal Ballot Notice to the members of the Company.

After due scrutiny of all the e-Voting votes received within the prescribed time limit, the Scrutinizer submitted his reports on Monday, 28th March, 2022.

On the basis of the reports of the Scrutinizer, Mr. Atul H. Mehta, Chairman & Managing Director, declared the results of Postal Ballot on Monday, 28th March, 2022 as below:



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Special Resolution: Appointment of Ms. Hetal Kudecha (DIN: 09148116) as Non-Executive Independent Director.

Summary of E-voting through Postal Ballot Fromoter/ Public	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	3,79,02,990	3,79,02,990	100.00	3,79,02,990	Nil	100.00	Nil
Public-Institutional holders	3,14,967	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,67,57,849	1,59,197	0.595	1,37,044	22,153	86.085	13.915
Total	6,49,75,806	3,80,62,187	58.579	3,80,40,034	22,153	99.942	0.058

The Chairman declared that pursuant to the above voting results, the following resolution as set out in the Postal Ballot Notice dated 16th February, 2022, was approved and passed by the Members of the Company with requisite majority and the date of declaration of the above voting results, i.e., Monday, 28th March, 2022, shall be the date of passing the below resolution:

Appointment of Ms. Hetal Kudecha (DIN: 09148116) as Non-Executive Independent Director: (SPECIAL RESOLUTION):

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16th February, 2022, and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded that Ms. Hetal Kudecha (DIN: 09148116), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 7th

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February, 2022, and who has submitted a declaration confirming the criteria of independence under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, be appointed as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years on the Board of the Company commencing from 7th February, 2022 to 6th February, 2027.

RESOLVED FURTHER THAT the Board of Directors and the Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Date of entry in minutes book: 28th March, 2022

Date of signing: 28th March, 2022

Place: Mumbai



CHAIRMAN