



Speed
Reliability
Value Performance

COMPUAGE INFOCOM LTD

5th July, 2021

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: Voting results of Postal Ballot

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 through Postal Ballot.

Further, the Scrutinizer's Report on e-Voting during the Postal Ballot process is enclosed herewith. The said report will be available on Company's website at www.compuageindia.com.

Kindly take the same on your records and oblige.

Thanking you,

Yours faithfully,

For Compuage Infocom Limited,

Anmol Jolly
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. Scrutinizer's Report on e-Voting during the Postal Ballot process.

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



Break up of voting done by the shareholders of Compuage Infocom Limited through e-voting for the postal ballot

Details	Ordinary/ Special	Res No	Mode of voting		Favour			Against			Total Valid votes casted	Invalid /Abstained & Less /not voted		
			No of Share holders	Total Shares held	No of Share holders	Shares	% age	No of Share holders	Shares	% age	Shares	No of Share holders	Shares	
Appointment of Mr. Virendra G. Bhatt (DIN: 02343351) as Non-Executive Independent Director	Special	1	Postal Ballot by e-voting	178	4,34,27,445.00	164	42906947	99.952	11	20498	0.048	42927445	1	500000
			TOTAL	178	43427445	164	42906947	99.952	11	20498	0.048	42927445	1	500000

K. Venkataraman
 Venkataraman Krishnamoorti
 Associate Partner
 ACS No. -8897/ COP No. - 12459
 For DNP & Associates
 Company Secretaries
 [Firm Regn. No
 P2014MH037400]
 [PR No -637 / 2019]



Date - 05.07.2021
 Place - Mumbai

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



5th July 2021.

To,
The Chairman
Compuage Infocom Limited
D-601/602 & G-601/602,
Lotus Corporate Park,
Steel Compound,
Western Express Highway,
Goregaon (E),
Mumbai – 400 063

Dear Sir,

Sub.: Special Resolution passed through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **Compuage Infocom Limited** (“the Company”) on 29th May 2021, we have been appointed as a Scrutinizer to conduct and scrutinize the postal ballot voting process in respect of the Special Resolution as stated in the Postal Ballot Notice dated 29th May 2021 (**‘Notice’**).

In order to enable wider participation of shareholders and to comply with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended from time to time, and Section 108 and 110 of the Companies Act, 2013 (the **‘Act’**) read with the rules framed there under, the Company had provided electronic voting (**‘e-voting’**) facility as an alternative to its members so as to enable them to cast their votes electronically and in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (**‘MCA’**) has vide its General Circular no. 39/2020 dated December 31, 2020 read with circulars dated September 28, 2020, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred as **‘MCA Circulars’**) and Securities and Exchange Board of India (SEBI) circular dated May 12, 2020 permitted Companies to convene Extraordinary General Meetings (EGM) through the mechanism of postal ballot, without physical presence of the Members at a common venue.

Accordingly, the Company had made arrangements with National Securities Depository Limited (*hereinafter referred to as ‘NSDL’*), the Service Provider, for providing a system of recording votes of the shareholders cast electronically through e-voting. The Company had made arrangements with NSDL to set up the e-voting facility on its website <https://www.evoting.nsdl.com>. The Company’s Registrar and Share Transfer Agent (“RTA”) is Link Intime India Private Limited.

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The Company had uploaded the "Notice" together with the explanatory statement on its website i.e. www.compuageindia.com and as well as that of Service Provider (NSDL) i.e. www.evoting.nsdl.com respectively. NSDL had generated **Electronic Voting Event Number (EVEN) 116081** for the votes to be cast through e-voting mode. As informed/stated by the Company, all the necessary formalities specified under the Act and the rules framed there under have been duly complied with by the Service Provider. Necessary instructions in relation to voting by postal ballot were duly mentioned in the Notice dated 29th May 2021 sent to all the shareholders of the Company by e-mail, wherever e-mail id's were available as detailed elsewhere in this Report. The above activities were completed on 02nd June 2021. The Register of Members was made up, for the purpose of dispatch of the Notice to the shareholders as of Friday, 28th May 2021 (cut-off date). The item for which approval of the shareholders of the Company was sought through Special Resolution, as stated in the Notice dated 29th May 2021 is as under:-

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As a Special Resolution</u> Appointment of Mr. Virendra G. Bhatt (DIN: 02343351) as Non-Executive Independent Director	As per Item No. 1 of the Notice.

We report that the pursuant to the provisions of the Act and the circulars issued by MCA, the Company has sent Postal Ballot Notice to its Shareholders. Notices were sent via electronic mode only by NSDL and it has not dispatched physical notices to any member. The Service Provider has sent notices to 12,286 shareholders at their e-mail addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 28th May 2021 (cut-off date). As per the information provided by the Service Provider, out of the 12,286 e-mails sent, initial bounce was 2303 as confirmed by NSDL. The Company subsequently had arranged to re-send electronically the Notice to the bounce cases through Service Provider and mail was re-sent by NSDL to these 2303 bounce cases, after which the bounce count was 565.

The e-voting period commenced from 9:00 a.m. (IST) on Thursday, 03rd June 2021 to 5:00 p.m. (IST) on Saturday, 03rd July 2021.



As stated in sub-Rule 4 of Rule 20 as well as rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Business Standard", English Newspaper, and in "Mumbai Lakshadeep", Marathi Newspaper, both dated June 03, 2021, informing about the completion of dispatch of the Notice to its shareholders through electronic means, along with all requisite document/s.

On Saturday, 3rd July 2021, at 5.00 P.M. after the closure of e-voting process, the votes cast through e-voting facility were duly unblocked by us as a Scrutinizer in the presence of Ms. Navneet Bathla and Ms. Kavita Shah, witnesses, under sub-Rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since, e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders were duly scrutinized and processed. The details of the e-voting, containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the service provider which have been duly scrutinized.

On scrutiny, we report that out of 14,038 shareholders holding 6,49,75,806 shares as on 28th May 2021, being the cut-off date, 176 Shareholders holding 4,34,27,445 equity shares have exercised their votes through e-voting. Further, e-voting platform was mandatory for the Shareholders to cast their votes owing to the prevailing COVID-19 pandemic.

The details of Postal Ballot results for the item placed for consideration and approval of the Shareholders are given below:

Item No. 1- Special Resolution

SPECIAL BUSINESS:

Appointment of Mr. Virendra G. Bhatt (DIN: 02343351) as Non-Executive Independent Director:

To consider, to pass through Postal Ballot, the following resolution as a 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 29th May, 2021, and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the

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Companies Act, 2013 (hereinafter referred as "the 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 "the 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 Mr. Virendra G. Bhatt (DIN: 02343351), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 25th February, 2021, 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 6th July, 2021, to 22nd February, 2026.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, the approval of members of the Company be and is hereby accorded to appoint Mr. Virendra G. Bhatt (DIN: 02343351), notwithstanding that he has attained the age of 75 (Seventy-Five) years.

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."

Break-up of the voting

Total no. of Equity Shareholders	14,038		
Total no. of Equity Shares	6,49,75,806		
		Number of Shareholders	Number of Shares
Total votes cast through e-voting	A	176	4,34,27,445
Less: Invalid votes on e-voting (On account of non-receipt of Power of Attorney or Board Resolution of Corporates & Institutional Shareholders Holders)	B	1	5,00,000
Net e-voting (A-B)	C	175	4, 29,27,445

Summary of Postal Ballot

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Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outsta nding shares (3)=[(2)]/ (1)]*10 0	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes again st on votes polled (7)=[(5)]/(2)]*1 00
Promoter and Promoter Group	3,79,02,990	3,79,02,990	100	3,79,02,990	0	100	0
Public- Institutional holders	13,155	0	0	0	0	0	0
Public-others	2,70,59,661	50,24,455	20.41	50,03,957	20,498	99.59	0.407
Total	6,49,75,806	4,29,27,445	66.07	4,29,06,947	20,498	99.953	0.047

Percentage of votes cast in favour: 99.953% Percentage of votes cast against:0.047%

Result of Postal Ballot:



Item No. 1:- Appointment of Mr. Virendra G. Bhatt (DIN: 02343351) as Non-Executive Independent Director

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Particulars	Number (E-voting)		Percentage (%)
	Number of Shareholders	Number of Shares	
Assent	164	4,29,06,947	99.953
Dissent	11	20,498	0.047
Total	175	4,29,27,445	100

Based on the aforesaid result, we report that, the **Special Resolution** as contained in the Notice of Postal Ballot dated 29th May 2021 has been passed with **requisite majority**.

RESULTS:-

As the number of votes cast in favour of the Resolution are three times more than the number of votes cast against, We report that the Special Resolution as set forth in Item No. 1 of Postal Ballot Notice dated 29th May 2021 has been passed by the shareholders with requisite majority. The Special Resolution is deemed as passed on the last date of voting i.e. Monday, 5th July 2021.

We further report that as per the Postal Ballot Notice dated 29th May 2021 and the Board Resolution dated 29th May 2021, the Chairman/ Managing Director or a person authorized by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred, on 05th July 2021. The result of the Postal Ballot will be displayed on Company's website www.compuageindia.com as also that of the Service Provider NSDL <https://evoting.nsdl.com>. The results will also be communicated to BSE Limited and National Stock Exchange of India Limited (the stock exchanges) where the equity shares of the Company are listed.

We further report that the provisions of Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. We further report that, the records maintained by us including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them as also the RTA recording the approval or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related papers are in our safe custody which will be handed over to the Company Secretary of the Company after the Chairman or any authorized person considers, approves and signs the Minutes of the Postal Ballot process.


We thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

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Thanking You
Yours faithfully,


Venkataraman Krishnan
Associate Partner
ACS No.: -8897/ COP No.: - 12459
For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
[PR No.: -637 / 2019]




Place: Mumbai
Dated: 05.07.2021

The following were the witnesses to the unblocking of e-voting, on 3rd July 2021 , on closure of e-voting period.


1. Ms. Navneet Bathla

Signature 
Navneet Kaur Bathla

2. Ms. Kavita Shah

Signature 
Kavita Dipesh Shah
Digitally signed by Kavita Dipesh Shah
Date: 2021.07.05 15:38:35 +05'30'

I have received the report:

Signature: 
Atul H. Mehta
Chairman and Managing Director



Place: Mumbai

Dated: 05/07/2021