



Speed  
Reliability  
Value Performance

## COMPUAGE INFOCOM LTD

16<sup>th</sup> February, 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: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the members for appointment of Ms. Hetal Kudecha (DIN: 09148116) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 7<sup>th</sup> February, 2022 to 6<sup>th</sup> February, 2027.

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 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars"), the Postal Ballot Notice is being sent only by electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 18<sup>th</sup> February, 2022 and whose email addresses are registered with the Company / Depositories. As per the provisions of the MCA Circulars, members can vote only through the remote e-Voting process.

The Company has engaged the services of National Securities Depository Limited for providing remote e-Voting facility to all its members. The voting through remote e-Voting will commence on Thursday, 24<sup>th</sup> February, 2022 at 9:00 Hours IST and end on Saturday, 26<sup>th</sup> March, 2022 at 17:00 Hours IST. The results of postal ballot will be declared on or before Tuesday, 29<sup>th</sup> March, 2022.





Speed  
Reliability  
Value Performance

## COMPUAGE INFOCOM LTD

The Postal Ballot Notice is also available on the Investors Relations section of the Company's website at [www.compuageindia.com](http://www.compuageindia.com)

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For Compuage Infocom Limited,

**Anmol Jolly**  
Company Secretary



Place: Mumbai  
Encl.: As above.

COMPUAGE INFOCOM LIMITED

CIN: L99999MH1999PLC135914

D- 601/602 & G-601/602, Lotus Corporate Park, Graham Firth Steel Compound,  
Western Express Highway, Goregaon (E), Mumbai - 400 063, India.

Phone: 022-67114444, Fax: 022-67114445

E-mail: [investors.relations@compuageindia.com](mailto:investors.relations@compuageindia.com) Website: [www.compuageindia.com](http://www.compuageindia.com)

---

## NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given 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 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> 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, that the resolution appended below proposing that 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 7<sup>th</sup> February, 2022 to 6<sup>th</sup> February, 2027, for approval of the shareholders of the Company through postal ballot by remote e-voting process (hereinafter referred to as “e-Voting”).

The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, in its Meeting held on 16<sup>th</sup> February, 2022, has 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.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-Voting process. Accordingly, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes and instructions relating to e-Voting in this Postal Ballot Notice (hereinafter referred to as “Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-Voting process not later than 17:00 Hours IST on Saturday, 26<sup>th</sup> March, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Company has engaged the services of National Securities Depository Limited to provide the e-Voting facility to its members.

The Scrutinizer will submit his report to the Chairman & Managing Director of the Company. The results of the Postal Ballot will be announced on or before Tuesday, 29<sup>th</sup> March, 2022, and intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the report of the Scrutinizer, on the Company’s website at [www.compuageindia.com](http://www.compuageindia.com).

**SPECIAL BUSINESS:**

**1. Appointment of Ms. Hetal Kudecha (DIN: 09148116) 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 16<sup>th</sup> 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 7<sup>th</sup> 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 7<sup>th</sup> February, 2022 to 6<sup>th</sup> 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.”

**By order of the Board  
For Compuage Infocom Limited,  
Sd/-  
Anmol Jolly  
Company Secretary**

**Place: Mumbai  
Date: 16<sup>th</sup> February, 2022**

**Registered Office:  
Compuage Infocom Limited  
D- 601/602 & G-601/602, Lotus Corporate Park,  
Graham Firth Steel Compound, Western Express Highway,  
Goregaon (E), Mumbai - 400 063.**

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 and Section 110 of the Act and rules made there under stating out material facts pertaining to the above resolution is annexed hereto.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company / Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (hereinafter referred to as **“NSDL”**) / Central Depository Services (India) Limited (hereinafter referred to as **“CDSL”**) as on cut-off date, i.e., 18<sup>th</sup> February, 2022. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.compuageindia.com](http://www.compuageindia.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in).

3. In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-Voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 18<sup>th</sup> February, 2022, will be considered for the purpose of e-Voting. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
4. Members who have not registered their email address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Private Limited.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as "**Listing Regulations**"), the Company is offering e-Voting facility to all the members of the Company. The Company has engaged the services of NSDL to provide the e-Voting facility.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 18<sup>th</sup> February, 2022. Any person who is not a shareholder on the relevant date should treat this Postal Ballot Notice for information purpose only.
7. **The e-Voting period commences on Thursday, 24<sup>th</sup> February, 2022, at 9:00 Hours IST and ends on Saturday, 26<sup>th</sup> March, 2022, at 17:00 Hours IST.** During this period, shareholders of the Company as on the cut-off date of Friday, 18<sup>th</sup> February, 2022, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The instructions for e-Voting are provided in this Postal Ballot Notice.
8. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPEG format) of the relevant Board Resolution / Authority Letter etc., with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by email to Mr. B. Narasimhan at [bn@bnpassociates.in](mailto:bn@bnpassociates.in) with copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). A member cannot exercise his vote by Proxy on Postal Ballot.
9. The Board of Directors has 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 Scrutinizer for conducting Postal Ballot e-Voting process in a fair and transparent manner.
10. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Friday, 18<sup>th</sup> February, 2022.
11. Shareholders desiring to exercise their vote through the e-Voting process are requested to read the instructions provided in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-Voting process not later than 17:00 Hours IST on Saturday, 26<sup>th</sup> March, 2022, to be eligible for being considered, failing which, it will be strictly considered that no vote has been received from the shareholder. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.
12. The Scrutinizer will submit his report, to the Chairman & Managing Director, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be

announced on or before Tuesday, 29<sup>th</sup> March, 2022, and communicated to the Stock Exchanges, where the equity shares of the Company are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolutions.

13. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.compugateindia.com](http://www.compugateindia.com) and will also be communicated to the stock exchanges on or before Tuesday, 29<sup>th</sup> March, 2022.
14. The special resolution shall be declared as passed if the number of votes cast in favour of the special resolution is not less than three times the number of votes cast against the special resolution.
15. For any queries / grievances, in relation to voting through post or electronic means, members may contact NSDL through below means:  
**Name and Designation:** Pallavi Mhatre, Manager  
**Tel:** 1800 1020 990 and 1800 22 44 30  
**Email:** [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
**Website:** [www.evoting.nsdl.com](http://www.evoting.nsdl.com)  
 Members may also contact the Company by email to [investors.relations@compugateindia.com](mailto:investors.relations@compugateindia.com).

**The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:**

- Step 1: Access to NSDL e-Voting system**  
**Step 2: Cast your vote electronically on NSDL e-Voting system.**





**STEP 1:**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020, on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

**Login method for individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against the Company’s name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                 <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against the Company's name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details / Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **STEP 2:**

### **Cast your vote electronically on NSDL e-Voting system:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycles are going on.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **GENERAL GUIDELINES FOR SHAREHOLDERS:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [bn@bnpassociates.in](mailto:bn@bnpassociates.in) with copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre, Manager, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those shareholders whose email IDs are not registered with the depositories for procuring User ID and Password and registration of email IDs for e-Voting for the resolution set out in this Postal Ballot Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors.relations@compuageindia.com](mailto:investors.relations@compuageindia.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors.relations@compuageindia.com](mailto:investors.relations@compuageindia.com). If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A), i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholders / members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020, on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 7<sup>th</sup> February, 2022, had appointed Ms. Hetal Kudecha (DIN: 09148116) as an Additional Non-Executive Independent Director of the Company.

Pursuant to the provisions of Section 161 of the Act, Ms. Hetal Kudecha (DIN: 09148116) will hold office up to the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) and 25(2A) of the Listing Regulations for appointment of an Independent Director, the Company is required to obtain approval of shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

With respect to the same and based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 16<sup>th</sup> February, 2022, has recommended for approval of the shareholders, the appointment of Ms. Hetal Kudecha (DIN: 09148116), as a Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years, commencing from 7<sup>th</sup> February, 2022 to 6<sup>th</sup> February, 2027.

The Company has received a notice, in writing, under the provisions of Sections 160 of the Act, from a member proposing her candidature for the office of an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years commencing from 7<sup>th</sup> February, 2022 to 6<sup>th</sup> February, 2027. The Company also received the following documents from Ms. Hetal Kudecha (DIN: 09148116):

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.
- Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.
- Notice of Interest in Companies in Form MBP-1 pursuant to Section 184(1) read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and
- A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Having 15 years of experience in corporate advisory, business solutions and compliance space and 4 years of experience in knowledge management, Ms. Hetal Kudecha (DIN: 09148116) has worked with leading brands like Cyril Amarchand Mangaldas and Ernst & Young LLP for a large part of her consulting career where she has advised some very well-known and established corporate houses in India. Her educational qualifications include CS, LLB, M.Com and Diploma in IPR.

The Board strongly believes that her vast knowledge and varied experience would be of immense benefit to the Company.

The resolution seeks the approval of members for the appointment of Ms. Hetal Kudecha (DIN: 09148116) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 7<sup>th</sup> February, 2022 to 6<sup>th</sup> February, 2027, in accordance with Section 149 and other applicable provisions of the Act and the rules made thereunder. She will not be liable to retire by rotation.

Based on the declaration received from Ms. Hetal Kudecha (DIN: 09148116) under Section 149(6) of the Act, in the opinion of the Board of Directors, she fulfils the conditions as specified in the Act and the Listing Regulations and she is independent of the management. Further, she has registered herself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs,

Ministry of Corporate Affairs (Government of India) and has also duly cleared the Online Proficiency Self-Assessment Test conducted by the Institute.

Accordingly, the Board recommends Special Resolution in relation to appointment of Ms. Hetal Kudecha (DIN: 09148116) as a Non-Executive Independent Director for a term of 5 (Five) consecutive years with effect 7<sup>th</sup> February, 2022 to 6<sup>th</sup> February, 2027, for the approval by the shareholders of the Company.

**Companies (other than Compuage Infocom Limited) in which Ms. Hetal Kudecha (DIN: 09148116) holds directorship and committee membership:**

**Directorship**

Discidium Solutions (OPC) Private Limited

**Chairperson of Board Committees**

None

**Member of Board Committees**

None

**Shareholding in the Company**

Nil

Except Ms. Hetal Kudecha (DIN: 09148116), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the aforesaid resolution set out in this Postal Ballot Notice and she is not related to any Director of the Company.

Disclosures required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 of ICSI is set out as an annexure to this Postal Ballot Notice.

Place: Mumbai

Date: 16<sup>th</sup> February, 2022

By order of the Board  
For Compuage Infocom Limited,  
Sd/-  
Anmol Jolly  
Company Secretary

**Registered Office:**

Compuage Infocom Limited  
D- 601/602 & G-601/602, Lotus Corporate Park,  
Graham Firth Steel Compound, Western Express Highway,  
Goregaon (E), Mumbai - 400 063.

## ANNEXURE

### **Additional Information required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 of ICSI**

**1. Date of Birth:**

19<sup>th</sup> December, 1978

**2. Date of appointment subject to the approval of the Members:**

7<sup>th</sup> February, 2022

**3. Brief resume of the director:**

Educational qualifications of Ms. Hetal Kudecha (DIN: 09148116) include CS, LLB, M.Com and Diploma in IPR.

**4. Nature of her expertise in specific functional areas:**

Ms. Hetal Kudecha (DIN: 09148116) has 15 years of experience in corporate advisory, business solutions and compliance space and 4 years of experience in knowledge management and has worked with leading brands like Cyril Amarchand Mangaldas and Ernst & Young LLP for a large part of her consulting career where she has advised some very well-known and established corporate houses in India.

**5. Disclosure of relationship(s) between directors inter-se:**

Ms. Hetal Kudecha (DIN: 09148116) is not related to any Director of the Company.

**6. Names of listed entities in which the person also holds the directorship and the membership of Committees of the board:**

Nil

**7. Shareholding of non-executive director including shareholding as a beneficial owner:**

Nil

**8. Remuneration sought to be paid:**

Sitting Fees and commission, if any.

**9. Terms and conditions of appointment:**

As per the draft letter of appointment.