

## 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: 011-66114444, Fax: 022-66114445/46

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

### NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

**NOTICE** is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed by way of Postal Ballot/e-Voting.

The proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto is annexed here to for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed. The Company has appointed Shri Virendra G. Bhatt., Practicing Company Secretaries (C. P No. 124), as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours ( 5.00p.m) on **15<sup>th</sup> January 2015**. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted. In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman or any other Director of the Company will announce the results on **Tuesday, 20<sup>th</sup> January, 2015 at 5.00 p.m.** at the Registered Office of the Company at D- 601/602 & G – 601/602, Lotus Corporate Park, Graham Firth Steel Compound, Western Express Highway, Goregaon (E), Mumbai – 400 063, India. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed on the Company's website viz. [www.compuageindia.com](http://www.compuageindia.com).

By Order of the Board  
For Compuage Infocom Limited

Sd/-  
Regal Patel  
Company Secretary

Place: Mumbai  
Date: 14<sup>th</sup> November 2014

### PROPOSED RESOLUTION

#### Resolution No. 1: Limits of Borrowings under Section 180(1) (c) of Companies Act, 2013

To consider to pass through postal ballot the following resolution as a Special Resolution:-

"**RESOLVED** that in supersession of the earlier resolution passed at the 9<sup>th</sup> Annual General Meeting of the members of the Company held on 23rd August, 2008, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (corresponding to Section 293(1)(d) of the Companies Act, 1956) read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**the Act**") and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as '**the Board**' which term shall include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from company's bankers/financial institutions in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount upto which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores Only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required, in its absolute discretion, pursuant to the above resolution."

**Resolution No. 2: Creation of charge on the Assets/Properties of the Company under Section 180(1) (a) of Companies Act, 2013 in connection with the borrowings of the Company.**

To consider to pass through postal ballot the following resolution as a Special Resolution:-

"RESOLVED that, pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and any other applicable laws and provisions of the Articles of Association of the Company and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to sell, lease, mortgage or otherwise dispose of whole or substantially the whole of the undertaking of the Company or to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future and such charge to rank either first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and other encumbrances created/to be created by the Company together with power to take over the management of the business and concern of the Company in certain events of defaults, in favour of the Lender(s), Agent(s), Trustee(s) and other bodies / persons, to secure the borrowings of the Company and / or Company's subsidiaries / affiliates / associate companies, availed / to be availed by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013."

"RESOLVED FURTHER THAT in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

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

By Order of the Board  
For Compuage Infocom Limited

Sd/-  
Regal Patel  
Company Secretary

**Place: Mumbai**  
**Date: 14<sup>th</sup> November 2014**

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 and rules made there under stating out material facts pertaining to the above Resolution is annexed hereto along with a Postal Ballot Form for consideration of members.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on **05<sup>th</sup> December, 2014**.
3. The Board of Directors have appointed Shri Virendra G. Bhatt, Practicing Company Secretaries (C. P No. 124), as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.
4. Voting Options :
  - i. E-Voting Facility: In compliance with provisions of Section 108 of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. **However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.** For this purpose, the Company has signed an agreement with the National Securities Depository Limited ("NSDL") for facilitating e-voting.

You are requested to carefully read the e-Voting instructions as below, before casting your vote on e-Voting site:  
<https://www.evoting.nsdl.com/>

(a) **In case of Members' receiving e-mail from NSDL**

- (i) Open e-mail and open PDF file viz. "CIL e-Voting.pdf" with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsd.com>
- (iii) Click on Member – Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
- (vii) Select "EVEN"(E-Voting Event Number) of Compuage Infocom Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: [bhattvirendra1945@yahoo.co.in](mailto:bhattvirendra1945@yahoo.co.in), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

(b) **In case of Members' receiving Postal Ballot Form by Post and desiring to cast e-vote**

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote.

(c) **In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com)**

OR

Members may send an email to [investors.relations@compuageindia.com](mailto:investors.relations@compuageindia.com) or call on 022-67114444.

(d) **If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.**

(e) **You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).**

II. **Voting through Physical Postal Ballot Form:** Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form with the Assent (For) or Dissent (Against), in the attached self-addressed envelope, so as to reach the Scrutinizer on or before **15<sup>th</sup> January 2015**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The self-addressed envelope attached to this notice bears the address to which the duly completed Postal Ballot form is to be sent.

5. The Scrutinizer shall within a period not exceeding seven days submit his report to the Company and the result of the Postal Ballot will be announced by displaying the same along with the Scrutinizer's report, on the Company website ([www.compuageindia.com](http://www.compuageindia.com)). The date of declaration of postal ballot results will be taken to be the date of passing the Resolutions.
6. Notice of Postal Ballot Form along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose email ID's are registered with the Company/ Depository Participant (s). For Members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
7. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on **10<sup>th</sup> December 2014**.
8. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.
9. The voting period commences on **Sunday, 14<sup>th</sup> December 2014 at 9 a.m.** and ends at **5:00 p.m. on Thursday, 15<sup>th</sup> January 2015**. The e-voting module will be disabled by NSDL for voting thereafter.
10. Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.
11. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.
12. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between **12:00 noon and 4:00 p.m.** up to **15<sup>th</sup> January 2015** the last date for receipt of postal ballot forms.
13. Members are requested to register their e-mail id with Registrar and Transfer Agent (RTA), being Link Intime India Private Limited, C-13, Pannatal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai 400 078, Tel. No.: 022-25946970 Fax No.: 022-25946969, E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Website: [www.linkintime.com](http://www.linkintime.com).



## EXPLANATORY STATEMENTS

Explanatory Statement for Resolutions Nos.1 & 2 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

### Resolution Nos.1 & 2:

In terms of the resolution passed by the members of the Company at the 9th Annual General Meeting held on 23<sup>rd</sup> August, 2008, had inter alia, authorised the Board to borrow upto 10 times of the aggregate of the paid up capital and free reserves, at any point of time. As on March 31, 2014, the total borrowings of the Company amounted to **Rs. 1000 Crores**. In view of expected growth in business of the Company, it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit. The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company. Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board of Directors, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorise the Board to create mortgage/charge on Company's assets in the manner proposed in the resolution to secure the funds borrowed by the Company from time to time.

Further, the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") now require that such a resolution be passed by way of a special resolution. However, according to the clarification issued by GOI, MCA, vide General Circular No.04/2014 dated 25th March, 2014, the Resolution(s) passed u/s.293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013, for a period of 1 year from the date of its notification.

Hence, in order to remain in compliant with the relevant provisions on borrowings and creation of security under the Companies Act, 2013 beyond 12th September, 2014, the consent of the members is hereby requested by way of proposed Special Resolution(s).

Your Directors accordingly commend increase in the borrowing powers to Rs. 1000 Crores (Rupees One Thousand Crores Only) and providing security in connection with the borrowings, as set out in Resolution No.1 & 2 of the accompanying Notice for approval of the members.

None of the Directors, Manager and Key Managerial Personnel (KMP) of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolutions set out at No.1 & 2 except to the extent of their equity share holdings in the Company.

By Order of the Board  
For Compuage Infocom Limited

Place: Mumbai  
Date: 14<sup>th</sup> November 2014

Sd/-  
Regal Patel  
Company Secretary

**COMPUAGE INFOCOM LIMITED**



Speed... Reliability... Value Performance

CIN: L99999MH1999PLC135914

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Western Express Highway, Goregaon (E), Mumbai - 400 063, India  
e-mail: [investors.relations@compuageindia.com](mailto:investors.relations@compuageindia.com) Website: [www.compuageindia.com](http://www.compuageindia.com)  
Phone: 022-66114444, Fax: 022-66114445

**NOTICE OF POSTAL BALLOT**

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has completed on 12th December 2014 (i) the dispatch of Postal Ballot Notice, along with Postal Ballot Form, through electronic form to the members, whose email IDs are registered in the records of Depositories or the Company as on 5th December 2014; and (ii) dispatch of the same in physical mode along with self-addressed postage prepaid Business reply envelop to the shareholders (i.e whose email IDs are not registered as on 5th December 2014) for seeking their consent in relation to the matters as set out in the Notice dated 14th November 2014.

**E-Voting:** The members are hereby informed that pursuant to Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to cast their vote in electronic mode (e-voting) through NSDL e-voting platform. The procedure for e-voting is given in the Notes to the Notice of Postal Ballot. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloaded Section of <https://www.evoting.nsdl.com>

Shareholders are requested to note that the voting through electronic mode shall commence on 14th December 2014 (9:00 A.M) and ends on 15th January 2015 (5:00 P.M). Shareholders, casting vote through physical Ballot Form, are requested to note that physical Postal Ballot Forms should reach the Scrutinizer on or before the close of working hours on 15th January 2015, (5:00 P.M) at his address at Mr. Virendra G. Bhatt, Practising Company Secretary, C/o Compuage Infocom Ltd, D- 601/602 & G - 601/602, Lotus Corporate Park, Graham Firth Steel Compound, Western Express Highway, Goregaon (E), Mumbai - 400 063. Postal Ballot Form received thereafter 15th January 2015 (5:00 P.M) would be strictly treated as if reply from the shareholder has not been received.

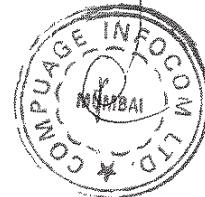
Members, who have not received the Postal Ballot Form, may download the same from the Company's website <http://www.compuageindia.com> or send a request for duplicate Postal Ballot Form to the Company Secretary at the Registered Office address of the Company or send an e-mail to [investors.relations@compuageindia.com](mailto:investors.relations@compuageindia.com). On receipt of such request, the Registrar and Share Transfer Agent the Company will dispatch the duplicate Postal Ballot Form to the Member at his address as registered with us/as provided in the request letter.

The results of the e-voting will be announced by the Company on its website and also be informed to the Stock Exchange.

By order of the Board of Directors  
For Compuage Infocom Limited

Place : Mumbai  
Date : 13.12.2014

Sd/-  
Regal Patel  
Company Secretary







# नवशक्ति

मुंबई, शनिवार, १३ डिसेंबर २०१४

## COMPUAGE INFOCOM LIMITED



Speed... Reliability... Value Performance

CIN: L99999MH1999PLC195914

D- 601/602 & G - 601/602, Lotus Corporate Park, Graham Firth Steel Compound,  
Western Express Highway, Goregaon (E), Mumbai - 400 063, India  
e-mail: [investors.relations@compugaeindia.com](mailto:investors.relations@compugaeindia.com) Website: [www.compugaeindia.com](http://www.compugaeindia.com)  
Phone: 022-66114444, Fax: 022-66114445

### NOTICE OF POSTAL BALLOT

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has completed on 12th December 2014 (i) the dispatch of Postal Ballot Notice, along with Postal Ballot Form, through electronic form to the members, whose email IDs are registered in the records of Depositories or the Company as on 5th December 2014; and (ii) dispatch of the same in physical mode along with self-addressed postage prepaid Business reply envelop to the shareholders (i.e. whose email IDs are not registered as on 5th December 2014) for seeking their consent in relation to the matters as set out in the Notice dated 14th November 2014.

**E-Voting:** The members are hereby informed that pursuant to Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to cast their vote in electronic mode (e-voting) through NSDL e-voting platform. The procedure for e-voting is given in the Notes to the Notice of Postal Ballot. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloaded Section of <https://www.evoting.nsdl.com>

Shareholders are requested to note that the voting through electronic mode shall commence on 14th December 2014 (9:00 A.M) and ends on 15th January 2015 (5:00 P.M). Shareholders, casting vote through physical Ballot Form, are requested to note that physical Postal Ballot Forms should reach the Scrutinizer on or before the close of working hours on 15th January 2015, (5:00 P.M) at his address at Mr. Virendra G. Bhatt, Practicing Company Secretary, C/o Compugae Infocom Ltd, D- 601/602 & G - 601/602, Lotus Corporate Park, Graham Firth Steel Compound, Western Express Highway, Goregaon (E), Mumbai - 400 063. Postal Ballot Form received thereafter 15th January 2015 (5:00 P.M) would be strictly treated as if reply from the shareholder has not been received.

Members, who have not received the Postal Ballot Form, may download the same from the Company's website <http://www.compugaeindia.com> or send a request for duplicate Postal Ballot Form to the Company Secretary at the Registered Office address of the Company or send an e-mail to [investors.relations@compugaeindia.com](mailto:investors.relations@compugaeindia.com). On receipt of such request, the Registrar and Share Transfer Agent/the Company will dispatch the duplicate Postal Ballot Form to the Member at his address as registered with us/as provided in the request letter.

The results of the e-voting will be announced by the Company on its website and also be informed to the Stock Exchange.

By order of the Board of Directors  
For Compugae Infocom Limited

Place : Mumbai  
Date : 13.12.2014

Sd/-  
Regal Patel  
Company Secretary

