



Speed  
Reliability  
Value Performance

## COMPUAGE INFOCOM LTD

Postal Ballot result  
Clause 35A of the listing agreement

Date of declaration of Postal Ballot result: 19th May, 2015.

Total No. of Shareholders as on record date: 2240

Resolution Required: Special

Made of voting : E-voting and Postal Ballot

Details of reporting as per Clause 35A of the listing agreement based on result of postal ballot and E-voting

### RESOLUTION NO. 1: APPROVAL FOR THE ISSUE OF BONUS SHARES

Promoter /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	4513953	4513953	100.00	4513953	0	100.00	0.00
Public Institutional Holders	40	0	0.00	0	0	0.00	0.00
Public-Others	2141007	995668	46.50	995668	0	100.00	0.00
<b>Total (A)</b>	<b>6655000</b>	<b>5509621</b>		<b>5509621</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### RESOLUTION NO. 2: ADOPTION OF NEW MEMORANDUM OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013.

Promoter /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	4513953	4513953	100.00	4513953	0	100.00	0.00
Public Institutional Holders	40	0	0.00	0	0	0.00	0.00
Public-Others	2141007	995668	46.50	995668	0	100.00	0.00
<b>Total (A)</b>	<b>6655000</b>	<b>5509621</b>		<b>5509621</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### RESOLUTION NO. 3: ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013.

Promoter /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	4513953	4513953	100.00	4513953	0	100.00	0.00
Public Institutional Holders	40	0	0.00	0	0	0.00	0.00
Public-Others	2141007	995668	46.50	995668	0	100.00	0.00
<b>Total (A)</b>	<b>6655000</b>	<b>5509621</b>		<b>5509621</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

For Compugame Infocom Ltd.

Dolly Mehta

Company Secretary

D-601/602 & G-601/602  
Lotus Corporate Park,  
Graham Firth Steel Compound,  
Western Express Highway, Goregaon (E)  
Mumbai - 400 063 India.  
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Fax: +91-22-67114445  
info@compugameindia.com  
www.compugameindia.com  
CIN: L99999MH1999PLC135914



# Virendra Bhatt

Company Secretary

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602, Tardeo Airconditioned Market,  
Tardeo Main Road, Tardeo,  
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattivirendra1945@yahoo.co.in

Date: 19<sup>th</sup> May, 2015

To,

The Chairman,

COMPUAGE INFOCOM LIMITED

D- 601/602 & G – 601/602,

Lotus Corporate Park,

Graham Firth Steel Compound,

Western Express Highway,

Goregaon (E),

Mumbai – 400 063,

Dear Sir,

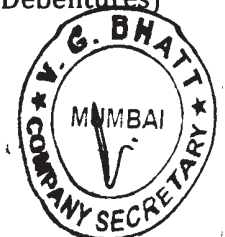
I have scrutinized the Postal Ballot (including electronic voting (“E-voting”/ “E-Votes”)) Voting Process of COMPUAGE INFOCOM LIMITED at the Registered Office of the Company situated at D- 601/602 & G – 601/602, Lotus Corporate Park, Graham Firth Steel Compound, Western Express Highway, Goregaon (E), Mumbai – 400 063 with respect to passing of the Resolutions under section 63, section 13, section 14 and other applicable rules and regulations of the Companies Act 2013 with respect to approval for the issue of bonus shares, adoption of new memorandum of association of the company in conformity with the Companies Act, 2013 and adoption of new articles of association of the company containing regulations in conformity with the Companies Act, 2013

Approval of the shareholders needs to be obtained by way of special resolution.

## **RESOLUTION -1:- APPROVAL FOR THE ISSUE OF BONUS SHARES**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:-**

**“RESOLVED THAT** in accordance with section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures)



Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include a committee of Directors duly authorized by the Board in this behalf), and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time), and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the free reserves/Securities Premium Account or such other accounts of the Company as are permissible to be capitalized and utilized for the purpose, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 10/- (Rupees ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on Record date i.e 19<sup>th</sup> May, 2015, in the proportion of 3 (three) new equity share for every 5 (Five) existing equity share held by the Members."

**"RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of the bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form."

**"RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent that they relate to non-resident Indians (NRIs), persons of Indian origin (PIO) / overseas corporate bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required."

**"RESOLVED FURTHER THAT** no fractional entitlement shall be allotted to the Members and all fractional entitlements remaining after allotment of Bonus Shares as aforesaid shall be consolidated into fully paid up bonus shares, rounded off, if any, to the next whole number, and shall be allotted to Trustee of the company nominated by the Board as an Independent Trustee for those shareholders who are entitled to fractional entitlements of bonus shares and the said Trustee shall sell the same at the then prevailing market price through the stock exchange and pay to the Company net sale proceeds for distribution to the members in proportion to their fractional entitlements."

**"RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' i.e 19<sup>th</sup> May, 2015, save and except that they shall not be entitled to any dividend that may be declared before the 'record date'."



**“RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the issuance of equity shares or Instruments or Securities representing the same, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing other documents with the SEBI, listing the additional equity shares on BSE Limited, as the case may be, amending, if necessary, in regard to any such bonus as it may in its absolute discretion deem fit.”

**“RESOLVED FURTHER THAT,** the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

**TOTAL VALID VOTES-**

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
<b>TOTAL NO. OF SHARES</b>	39	113375	21	5396246	60	5509621
<b>INVALID/NOT VOTED</b>	NIL	NIL	NIL	NIL	NIL	NIL
<b>TOTAL VALID VOTES</b>	39	113375	21	5396246	60	5509621

**Table showing percentage of the votes :-**

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	60	5509621	100.00%
Dissent	0	0	0 %
<b>Total</b>	<b>60</b>	<b>5509621</b>	<b>100.00 %</b>



**Table showing Bifurcations OF PROMOTERS AND FINANCIAL INSTITUTIONS:**

Promoter/ Public	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
Promoter & Promoter Group	4513953	4513953	100.00%	4513953	0	100.00%	0 %
Financial Institutions	40						
Public- Others	2141007	995668	46.50 %	995668	0	100.00%	0%
<b>TOTAL</b>	<b>6655000</b>	<b>5509621</b>	-	-	-	-	-

I have to report that for resolution 1, votes cast in favour were 5509621 representing 100.00% of the total votes cast and Dissent were 0 representing 0 % of the total votes cast.

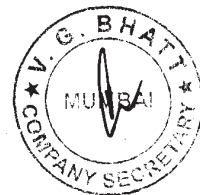
The votes cast in favour are more than the votes cast against the resolution

**RESOLUTION 2 – ADOPTION OF NEW MEMORANDUM OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013**

**To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), and such other rules and regulations, as may be applicable, the existing Memorandum of Association be and is hereby replaced with the new Memorandum of Association and that the new Memorandum of Association be and is hereby approved and adopted in substitution to the entire exclusion of the existing Memorandum of Association of the Company

**“RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to do all acts, deeds and things necessary in order to give effect to the above resolution.”



**TOTAL VALID VOTES-**

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
<b>TOTAL NO. OF SHARES</b>	39	113375	21	5396246	60	5509621
<b>INVALID/NOT VOTED</b>	1	20	NIL	NIL	1	20
<b>TOTAL VALID VOTES</b>	38	113355	21	5396246	59	5509601

**Table showing percentage of the votes :-**

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	59	5509601	100.00%
Dissent	0	0	0%
<b>Total</b>	<b>59</b>	<b>5509601</b>	<b>100.00%</b>

**Table showing Bifurcations OF PROMOTERS AND FINANCIAL INSTITUTIONS:**

Promoter/ Public	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
<b>Promoter &amp; Promoter Group</b>	4513953	4513953	100.00%	4513953	0	100.00%	0 %
<b>Financial Institutions</b>	40	-	-	-	-	-	-
<b>Public-Others</b>	2141007	995648	46.50 %	995648	0	100.00%	0 %
<b>TOTAL</b>	<b>6655000</b>	<b>5509601</b>	-	-	-	-	-

I have to report that for resolution 2, votes cast in favour were 5509601 representing 100.00 % of the total votes cast and Dissent were 0 representing 0 % of the total votes cast.

The votes cast in favour are more than the votes cast against the resolution



**RESOLUTION 3 - ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 5, Section 14 and Schedule I made thereunder and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and such other rules and regulations, as may be applicable,, the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to do all acts, deeds and things necessary in order to give effect to the above resolution.”

**TOTAL VALID VOTES-**

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
<b>TOTAL NO. OF SHARES</b>	39	113375	21	5396246	60	5509621
<b>INVALID/NOT VOTED</b>	1	20	NIL	NIL	1	20
<b>TOTAL VALID VOTES</b>	38	113355	21	5396246	59	5509601

**Table showing percentage of the votes :-**

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	59	5509601	100.00%
Dissent	0	0	0%
<b>Total</b>	<b>59</b>	<b>5509601</b>	<b>100.00%</b>



**Table showing Bifurcations OF PROMOTERS AND FINANCIAL INSTITUTIONS:**

Promoter/ Public	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
Promoter & Promoter Group	4513953	4513953	100.00%	4513953	0	100.00%	0 %
Financial Institutions	40		-	-	-	-	-
Public- Others	2141007	995648	46.50 %	995648	0	100.00%	0 %
<b>TOTAL</b>	<b>6655000</b>	<b>5509601</b>	-	-	-	-	-

I have to report that for resolution 3, votes cast in favour were 5509601 representing 100.00 % of the total votes cast and Dissent were 0 representing 0 % of the total votes cast.

The votes cast in favour are more than the votes cast against the resolution

I have to further report that total numbers of shareholders were **2240** representing **6655000** votes entitled on **6655000** shares. The Company has dispatched postal ballots under courier as well as through electronic media on April 16, 2015 out of which 60 ballot papers (including E-Votes) were received.

The Postal Ballot Register as per relevant documents for the same are available for inspection to the members of the company at the Registered Office of the Company. The Register along with all the records will be handed over to you at your office as per the said rules.



Virendra G. Bhatt  
A. C. S. No: 1157  
C. P. No: 124