

Speed  
Reliability  
Value Performance

## COMPUAGE INFOCOM LTD

29<sup>th</sup> July 2017

To,  
The Corporate Services Dept.  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

National Stock Exchange of India Ltd.,  
Exchange Plaza,  
C-1, Block G, Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051.

Security Code: 532456  
ISIN: INE070C01037

Symbol: COMPINFO

### Sub: Minutes of the Postal Ballot proceedings

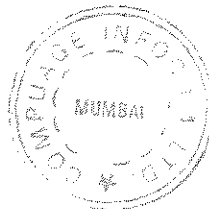
Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith minutes of the Postal Ballot proceedings with respect to the results declared on 29<sup>th</sup> July 2017.

Kindly take the same on records and oblige.

Yours faithfully,  
For Compugame Infocom Limited,

**Disha Shah**  
Company Secretary



Place: Mumbai

Encl: As above.

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT OF THE POSTAL BALLOT OF COMPUGAGE INFOCOM LIMITED HELD ON SATURDAY, 29<sup>TH</sup> JULY 2017 AT 03.45 P.M. AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT D-601/602 & G-601/602, LOTUS CORPORATE PARK, GRAHAM FIRTH STEEL COMPOUND, WESTERN EXPRESS HIGHWAY, GOREGAON (E), MUMBAI - 400 063.**

**(DATE OF PASSING RESOLUTIONS SHALL BE THURSDAY, 27<sup>TH</sup> JULY 2017)**

**PRESENT:**

Mr. Atul Mehta - Chairman & Managing Director  
Mr. Bhavesh Mehta - Whole Time Director

**OTHER INVITEES PRESENT IN PERSON:**

Mr. Sunil Mehta - Chief Financial Officer  
Mr. Virendra Bhatt - Practicing Company Secretary

**IN ATTENDANCE:**

Ms. Disha Shah - Company Secretary

Time of commencement of this Meeting: 03:45 p.m.

Time of conclusion of this Meeting: 04.10 p.m.

**Background:**

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 as amended ("the Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) ("the Rules"), including any statutory modification or re-enactment thereof for the time being in force, Secretarial Standard 2 on General Meetings ("SS 2"), and any other laws and regulations applicable from time to time, the Company had issued Postal Ballot Notice dated 6<sup>th</sup> June 2017 to obtain approval from Shareholders through Postal Ballot which includes e-Voting, for invitation and acceptance of Unsecured Fixed Deposits from the Members and Public (*Special Resolution*).

The Board of Directors of the Company at its meeting held on 6<sup>th</sup> June 2017 had appointed Shri Virendra G. Bhatt, Practicing Company Secretary (C. P No. 124), as the Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner.

X  
  
 CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

The Company, in compliance with the provisions of Section 108 of the Act read with Rule 20 of the said Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has provided the Members with the facility to exercise their right to vote on the matter included in the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL (Agency appointed by the Board of Directors for providing platform for e-Voting). The Ballot Paper and e-Voting period commenced on Wednesday, 28<sup>th</sup> June 2017 at 9:00 a.m. and ended at 5:00 p.m. on Thursday, 27<sup>th</sup> July 2017.

The Notice of Postal Ballot was sent through e-mail to the Members who have registered their e-mail IDs with the Depositories or with the Company and through permitted mode to the Members who have not registered their e-mail IDs (or who have opted to receive physical copies) along with Postal Ballot Form and a postage pre-paid self-addressed envelope. The said notice was also posted on the website of the Company and NSDL and dispatch of the same was completed by 27<sup>th</sup> June 2017.

The Company also released a newspaper publication in Financial Express (having nationwide circulation in English Language) and Mumbai Lakshadeep (having regional circulation in Marathi Language) on 28<sup>th</sup> June 2017, intimating, inter alia, about the completion of dispatch of Postal Ballot Forms to the Shareholders of the Company.

The Scrutinizer considered following points in the calculation of Postal Ballots:

1. The Postal Ballot Forms received after 5:00 PM on Thursday, 27<sup>th</sup> July 2017 were treated as if no replies have been received from Members.
2. Voting rights have been reckoned on the paid-up value of shares registered in the names of the Members as on 6<sup>th</sup> June 2017.
3. Incomplete, invalid, unsigned or incorrectly filled Postal Ballot Forms have been rejected by the Scrutinizer.

After due scrutiny, all the Postal Ballot Forms / e-Voting votes received within the prescribed time limit, the Scrutinizer submitted his reports on 29<sup>th</sup> July 2017.

On the basis of the reports of the Scrutinizer, Mr. Atul H. Mehta, Chairman & Managing Director, declared the results of Postal Ballot on Saturday, 29<sup>th</sup> July 2017 at 04:00 P.M. as below:

x 

CHAIRMAN'S INITIALS

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**Special Resolution No.6:****Invitation and Acceptance of Unsecured Fixed Deposits from the Members and Public**

Mode of Voting by Members of the Company	Valid votes in favour (Shares)	Valid votes against (Shares)	Total Valid votes	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (Shares)	Total Votes
	(in Nos.)	(in Nos.)	(in Nos.)	(in %)	(in %)	(in Nos.)	(in Nos.)
Postal Ballot	28925	5	28930	99.98	0.02	0	28930
e-Voting	40972116	1810	40973926	99.99	0.00	0	40973926
<b>Total</b>	<b>41001041</b>	<b>1815</b>	<b>41002856</b>	<b>99.99</b>	<b>0.00</b>	<b>0</b>	<b>41002856</b>


Based on the above, the said resolution has been passed with the requisite majority.

The Chairman declared that pursuant to the above voting result, the following resolution as set out in the Postal Ballot Notice dated 6<sup>th</sup> June 2017 was approved and passed by the Members of the Company with requisite majority and the last date specified by the Company for receipt of duly completed Postal Ballot forms and e-Voting i.e. 27<sup>th</sup> July 2017 shall be the date of passing the said resolution:

**6. Invitation and Acceptance of Unsecured Fixed Deposits from the Members and Public:**

"RESOLVED THAT pursuant to the provisions of Sections 73 and 76 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Acceptance of Deposits) Rules, 2014, and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company to invite, accept and renew Unsecured Fixed Deposits as per the broad terms of the scheme set hereunder:

- not exceeding 10% of the aggregate paid-up share capital and free reserves of the Company from Members; and
- not exceeding 25% of the aggregate of the paid-up share capital and free reserves of the Company from Public and



CHAIRMAN'S INITIALS

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- within the overall borrowing limits of the Company, as approved by the Members.

## UNSECURED FIXED DEPOSIT SCHEMES

Name of the Scheme	1 Year FD	2 Years FD	3 Years FD
Duration of Fixed Deposit	1 Year	2 Years	3 Years
Eligibility	<ul style="list-style-type: none"> <li>• Shareholders of the Company;</li> <li>• Current Employees during the duration of the Scheme;</li> <li>• Public i.e. entities whose residence and registered office, as applicable, is registered in India:               <ul style="list-style-type: none"> <li>➤ Individuals;</li> <li>➤ Hindu Undivided Family;</li> <li>➤ Body Corporates;</li> <li>➤ Trusts;</li> <li>➤ Co-operative Societies</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Shareholders of the Company;</li> <li>• Current Employees during the duration of the Scheme;</li> <li>• Public i.e. entities whose residence and registered office, as applicable, is registered in India:               <ul style="list-style-type: none"> <li>➤ Individuals;</li> <li>➤ Hindu Undivided Family;</li> <li>➤ Body Corporates;</li> <li>➤ Trusts;</li> <li>➤ Co-operative Societies</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Shareholders of the Company;</li> <li>• Current Employees during the duration of the Scheme;</li> <li>• Public i.e. entities whose residence and registered office, as applicable, is registered in India:               <ul style="list-style-type: none"> <li>➤ Individuals;</li> <li>➤ Hindu Undivided Family;</li> <li>➤ Body Corporates;</li> <li>➤ Trusts;</li> <li>➤ Co-operative Societies</li> </ul> </li> </ul>
Nature of Deposit	Unsecured	Unsecured	Unsecured
Rate of Interest	For Public		
	11.00% p.a.	11.00% p.a.	11.50% p.a.
Rate of Interest	For Shareholders and Current Employees		
	11.50% p.a.	11.50% p.a.	12.00% p.a.
Type of Interest	Non-cumulative	Non-cumulative	Non-cumulative

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

<b>Joint Depositors</b>	Allowed, provided Joint Deposits may be made in two or three names provided the second / third applicant is not a minor.	Allowed, provided Joint Deposits may be made in two or three names provided the second / third applicant is not a minor.	Allowed, provided Joint Deposits may be made in two or three names provided the second / third applicant is not a minor.
<b>Payment of Interest</b>	Payable quarterly on 30 <sup>th</sup> June, 30 <sup>th</sup> September, 31 <sup>st</sup> December, 31 <sup>st</sup> March and on maturity.	Payable quarterly on 30 <sup>th</sup> June, 30 <sup>th</sup> September, 31 <sup>st</sup> December, 31 <sup>st</sup> March and on maturity.	Payable quarterly on 30 <sup>th</sup> June, 30 <sup>th</sup> September, 31 <sup>st</sup> December, 31 <sup>st</sup> March and on maturity.
<b>Payment of Principal</b>	On maturity	On maturity	On maturity
<b>Mode of payment for Subscription</b>	Through cheque or electronic banking channels	Through cheque or electronic banking channels	Through cheque or electronic banking channels
<b>Period of the deposit</b>	Deposit period shall commence from the date of realisation of cheque or credit in the Company's account if made through electronic banking channels and shall mature at the end of 1 year from the date of commencement of deposit.	Deposit period shall commence from the date of realisation of cheque or credit in the Company's account if made through electronic banking channels and shall mature at the end of 2 years from the date of commencement of deposit.	Deposit period shall commence from the date of realisation of cheque or credit in the Company's account if made through electronic banking channels and shall mature at the end of 3 years from the date of commencement of deposit.
<b>Mode of Repayment</b>	Payment will be made via Electronic Banking Channel in favour of sole/first named depositor.	Payment will be made via Electronic Banking Channel in favour of sole/first named depositor.	Payment will be made via Electronic Banking Channel in favour of sole/first named depositor.
<b>Minimum Subscription Amount</b>	The minimum amount of Deposit acceptable will be Rs.25,000/-. Higher amounts	The minimum amount of Deposit acceptable will be Rs.25,000/-. Higher amounts	The minimum amount of Deposit acceptable will be Rs.25,000/-. Higher amounts

  
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	will be accepted in multiples of Rs.1,000/-.	will be accepted in multiples of Rs.1,000/-.	will be accepted in multiples of Rs.1,000/-.
<b>Pre-mature Withdrawal</b>	No pre-mature withdrawal of deposits is allowed within a period of less than six months from the date of acceptance or renewal of such deposit. For pre-mature withdrawal of deposits, the rate of interest payable on deposit shall be reduced by 1% from the rate of interest payable.	No pre-mature withdrawal of deposits is allowed within a period of less than six months from the date of acceptance or renewal of such deposit. For pre-mature withdrawal of deposits, the rate of interest payable on deposit shall be reduced by 1% from the rate of interest payable.	No pre-mature withdrawal of deposits is allowed within a period of less than six months from the date of acceptance or renewal of such deposit. For pre-mature withdrawal of deposits, the rate of interest payable on deposit shall be reduced by 1% from the rate of interest payable.
<b>Nomination facility</b>	Available	Available	Available

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalise, modify the terms of the Schemes and to sign and execute deeds, applications, documents and writings as may be required, on behalf of the Company and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to aforesaid resolution."

**Date of entry in minutes book: 29<sup>th</sup> July 2017**

**Date of signing: 29<sup>th</sup> July 2017**

**Place: Mumbai**

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**CHAIRMAN**