

Virendra Bhatt

Company Secretary

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Date: 16th January, 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 180(1) (c) and section 180(1) (a) of the Companies Act 2013 with respect to borrowing limits, consent for making of any investment/giving any loan or guarantee/providing security and consent for creating / providing security on Assets of the Company.

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

RESOLUTION 1

Limits of Borrowings under Section 180(1) (c) of Companies Act, 2013

Resolution Required: Special

"RESOLVED that in supersession of the earlier resolution passed at the 9th 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."

TOTAL VALID VOTES-

	PHYSICAL		E-VOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	28	1752	18	5396498	46	5398250
INVALID/NOT VOTED	2	80	0	0	2	80
TOTAL VALID VOTES	26	1672	18	5396498	44	5398170

Table showing percentage of the votes :-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	42	5397817	99.99%
Dissent	2	353	0.01%
Total	44	5398170	100.00%



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%	0.00%
Financial Institutions	4523	-	-	-	-	-	-
Public- Others	2136524	884217	41.39%	883864	353	99.96%	0.04%
TOTAL	6655000	5398170	-	5397817	353	99.99%	0.01%

I have to report that for resolution 1, votes cast in favour were 5397817 representing 99.99% of the total votes cast and Dissent were 353 representing 0.01% of the total votes cast. The votes cast in favour are more than the votes cast against the resolution

RESOLUTION 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.

Resolution Required: Special

“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 id 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."

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
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Financial Institutions	4523	-	-	-	-	-	-
Public- Others	2136524	884217	41.39%	883864	353	99.96%	0.04%
TOTAL	6655000	5398170	-	5397817	353	99.99%	0.01%

I have to report that for resolution 2, votes cast in favour were 5397817 representing 99.99% of the total votes cast and Dissent were 353 representing 0.01% 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 **46** representing **5398250** votes entitled on **5398250** shares. The Company has dispatched postal ballots under courier as well as through electronic media on 14th November, 2014 out of which 46 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