

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

E-mail : investors.relations@compuageindia.com Website : www.compuageindia.com

NOTICE OF POSTAL BALLOT

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 the Members through Postal Ballot / Electronic Voting (e-Voting).

The explanatory statement pertaining to the aforesaid resolutions setting out all material facts concerning each item and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as a Shareholder of the Company is also enclosed herewith. The Board of Directors of the Company has 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.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed, business reply envelope, so as to reach the Scrutinizer not later than 5.00 p.m. IST on Saturday, 21st January 2017. 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 Regulation 44 of SEBI (LODR) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013, 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. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the said e-Voting facility to its Members.

Members desiring to opt for e-Voting facility are requested to read the instructions for e-Voting in the notes under the section 'Voting through Electronic Means'.

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) on or before Tuesday, 24th January 2017. The Chairman or any other Director of the Company will announce the results on or before Tuesday, 24th January 2017 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, India and the same shall be displayed on the Company's website viz. www.compuageindia.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

SPECIAL BUSINESS:

Resolution No. 1: Approval for Issue of Non - Convertible Debentures

To consider, to pass through Postal Ballot, the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Rules, Circulars, Notifications, Guidelines as amended from time to time and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to approval from such other authorities, as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company to offer/issue/allot Unsecured, Listed, Rated, Redeemable Non-Convertible Debentures (NCDs), in one or more series /tranches, on Private Placement basis issuable / redeemable at par for an amount not exceeding to Rs.50 Crore (Rupees Fifty Crore only), from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all other matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to finalise and sign the documents, including, without limitation, the Offer Letter, Debenture Trust Deed and any other documents in connection with the issue of NCDs by the Company and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto to give effect to the above resolution."

Resolution No. 2 : Approval for Subdivision of Equity Shares from face value of Rs.10/- per share to Rs.2/- per share

To consider, to pass through Postal Ballot, the following resolution as an Ordinary Resolution :-

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Article 34 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide Equity Share of the Company having face value of Rs.10/- (Rupees Ten only) each into 5 (Five) Equity Shares of face value of Rs.2/- (Rupee Two only) each fully paid-up and consequently the Authorized Share Capital of the Company of Rs.22,67,00,000/- (Rupees Twenty Two Crore Sixty Seven Lakh only) would comprise of 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs.0.10/- (Ten Paise only) each and 33,69,344 (Thirty Three Lakh Sixty Nine Thousand Three Hundred Forty Four) Preference Shares of Rs.10/- (Rupees Ten only) each with effect from the Record Date being 17th February 2017 for this purpose.

RESOLVED FURTHER THAT pursuant to sub-division of the Equity Shares of the Company, each Equity Share of the face value of Rs.10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 5 (Five) Equity shares of the face value of Rs.2/- (Rupees Two only) each fully paid-up, with effect from the aforesaid record date.

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of face value of Rs.2/- (Rupee Two only) each be issued in lieu of 1 (One) Equity Share of Rs.10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank paripassu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs.10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of face value of Rs.10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division.

RESOLVED FURTHER THAT the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

Resolution No. 3 : Alteration of Memorandum of Association of the Company

To consider, to pass through Postal Ballot, the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions contained in Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), amendment or re-enactment thereof), consent of the Members be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with following Clause V:

V** The Authorized Share Capital of the Company is Rs. 22,67,00,000 (Rupees Twenty Two Crore and Sixty Seven Lakh only) divided into 9,62,70,000 (Nine Crore Sixty Two Lakh Seventy Thousand) Equity Shares of Rs.2/- (Rupees Two only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs.0.10/- (Ten Paise only) each and 33,69,344 (Thirty Three Lakh Sixty Nine Thousand Three Hundred Forty Four) Preference Shares of Rs.10/- (Rupees Ten only) each with rights, privileges and conditions attaching thereto as may be determined by the Board of Directors of the Company at the time of issue, with power to increase and reduce the capital for the Company and to attach thereto respectively such preferential deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by the Board of Directors of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolution of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to file requisite forms and do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to aforesaid resolution.”

Resolution No. 4 : Revision in remuneration of Managing Director

To consider, to pass through Postal Ballot, the following resolution as a Special Resolution :-

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and subject to the approvals from such other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for payment of remuneration of Rs.1.68 Crore (Rupees One Crore Sixty Eight Lakh only) per annum to Mr. Atul Mehta (holding DIN 00716869), as Chairman and Managing Director of the Company with retrospective effect commencing from September 08, 2014 to the remainder of his duration of appointment upto September 7, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by such competent authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps as may be deemed necessary to give effect to the aforesaid resolution.”

Resolution No. 5 : Revision in remuneration of Whole-time Director

To consider, to pass through Postal Ballot, the following resolution as a Special Resolution :-

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and subject to the approvals from such other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for payment of remuneration of Rs. 1.68 Crore (Rupees One Crore Sixty Eight Lakh only) per annum to Mr. Bhavesh Mehta (holding DIN 00740861), as Whole-time Director of the Company with retrospective effect commencing from October 17, 2014 to the remainder of his duration of appointment upto October 16, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by such competent authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps as may be deemed necessary to give effect to the aforesaid resolution.”

By order of the Board
For **Cupage Infocom Limited**

Sd/-
Disha Shah
Company Secretary

Place : Mumbai
Date: 15th December 2016

Registered Office:
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 Companies Act, 2013 and rules made there under stating out material facts pertaining to the above resolutions 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) and Central Depository Services (India) Limited (CDSL) as on 15th December 2016.
3. The Board of Directors have appointed Shri Virendra G. Bhatt, Practicing Company Secretary (C. P No. 124), as Scrutinizer for conducting 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, 2013 read with the Rules and Regulation 44 of the SEBI (LODR) Regulations, 2015, 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. The instructions for e-Voting are annexed as Annexure I of the notes to this notice.
 - 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 to the Scrutinizer not later than 5.00 p.m. on Saturday, 21st January 2017, 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 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 or before Tuesday, 24th January 2017 at the Registered Office of the Company and the same shall be displayed on the Company's website viz. www.compuageindia.com and the same shall be communicated to the Stock Exchanges where the Company's shares are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolutions.
6. Notice of Postal Ballot 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. Members may request for a duplicate Postal Ballot Form, if so required or can download the same from the Company's website, and the same duly completed form should reach the Scrutinizer not later than the date and time specified above.
8. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 15th December 2016.
9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members.
10. The voting period commences on Friday, 23rd December 2016 at 9:00 a.m. and ends at 5:00 p.m. on Saturday, 21st January 2017. The e-Voting module will be disabled by NSDL for voting thereafter.
11. Voting can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. A Member cannot exercise his vote by Proxy on Postal Ballot.
12. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.
13. All documents referred to in the Notice and the Explanatory Statement is open for inspection by the Shareholders at the Registered Office of the Company on any working days, except Public Holidays, Saturdays and Sunday, between 12.00 noon to 4.00 p.m. up to 21st January 2017, the last date for receipt of Postal Ballot Forms.
14. Members are requested to register their e-mail id with Registrar and Transfer Agent (RTA), being Link Intime India Private Limited, C-13, Pannalal 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 Website : www.linkintime.com

VOTING THROUGH ELECTRONIC MEANS

ANNEXURE I

The instructions for e-Voting are as follows:

- (i) Open e-mail and open PDF file viz; “CIL e-Voting.pdf” with your Client ID or Folio No. 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.nsdl.com/>
- (iii) Click on Shareholder - 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 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” 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 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail bhattivirendra@gmail.com or bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in

(a) In case of Shareholders' receiving Postal Ballot Form by Post:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (e- Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

(b) 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 Downloads section of www.evoting.nsdl.com.

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

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 :

Resolution No.1 :

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act deals with Private Placement of securities by a Company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for Non-Convertible Debentures on Private Placement, basis the Company shall obtain previous approval of its Members by means of a Special Resolution only once in a year for all the offers or invitations for such debentures during the year. In order to augment long term resources for financing, inter alia, for the strategic business expansion in future and for general corporate purposes, the Board, may at an appropriate time, offer/issue/allot Unsecured, Listed, Rated, Redeemable Non-Convertible Debentures (NCDs), in one or more series / tranches, on Private Placement basis issuable / redeemable at par for an amount not exceeding Rs. 50 Crore (Rupees Fifty Crore only).

Accordingly, consent of the Members is sought for passing the Special Resolution as set out at Item No. 1 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for Non-Convertible Debentures on Private Placement basis, as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Resolution Nos. 2 & 3 :

The Equity Shares of the Company are listed and traded on BSE Limited and National Stock Exchange of India Limited (NSE). With a view to enhance investor base of the Company by encouraging the participation of the small investors and also to increase the liquidity of the Equity Shares of the Company, the Board of Directors at its meeting held on Thursday, 15th December 2016 has approved to sub-divide the nominal value of the Equity Share Capital of the Company from Rs. 10/- (Rupees Ten only) each to Rs. 2/- (Rupees Two only) each, subject to approval of Members.

Accordingly, 1 (One) paid up Equity Share of nominal value Rs. 10/- (Rupees Ten Only) each of the Company, existing on the Record Date 17th February 2017 shall stand subdivided into 5 (five) Equity Shares of nominal value of Rs. 2/- (Rupees Two only) each.

At present, the Authorised Share Capital of the Company is Rs. 22,67,00,000 (Rupees Twenty Two Crore and Sixty Seven Lakh only) divided into 1,92,54,000 (One Crore Ninety Two Lakh Fifty Four Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, 46,65,600 (Forty Six Lakh Sixty Five Thousand Six Hundred) Preference Shares of Rs. 0.10 (Ten Paise Only) each and 33,69,344 (Thirty Three Lakh Sixty Nine Thousand Three Hundred and Forty Four) Preference Shares of Rs. 10/- (Rupees Ten only) each. The proposed sub division of Equity Shares of the Company from Rs. 10/- (Rupees Ten only) per Equity share to Rs. 2/- (Rupees Two only) per equity share, requires alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No.3.

The Board recommends the Ordinary Resolutions under Item Nos. 2 and 3 of the notice for approval of the Members.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the Members at the registered Office of the Company on all working days during the office hours of the Company till the conclusion of the Postal Ballot process.

The Directors /Key Managerial Personnel of the Company or their respective relatives are deemed to be concerned or interested in the resolutions mentioned at Item No.2 & 3 of the notice only to the extent of shares held by them, if any, in the Company.

Resolution Nos. 4 & 5 :

Members approval was sought on 23rd August 2014 at the 15th Annual General Meeting of the Company regarding appointment of Mr. Atul H. Mehta as Managing Director and Mr. Bhavesh H. Mehta as Whole- time Director for a period of 3 years at the remuneration of Rs. 1.80 Crore (Rupees One Crore Eighty Lakh only) p.a. payable to each which was subject to approval of Central Government.

Thereafter, an application was made to Central Government seeking approval to provide remuneration of Rs. 1.80 Crore (Rupees One Crore Eighty Lakh only) p.a. each to Mr. Atul H. Mehta as Managing Director and Mr. Bhavesh H. Mehta as Whole- time Director. During this period, the Company continued to pay remuneration of Rs. 1.20 Crore (Rupees One Crore Twenty Lakh only) p.a. each to Mr. Atul H. Mehta and Mr. Bhavesh H. Mehta. However, the Central Government closed the file on technical grounds for which the Company had made an application. After complying with necessary suggested corrections, the Company requested to reopen the same files. Confirmation for the same is awaited and till then the excess remuneration paid will be held in trust by the Directors.

With reference to the notification dated 12th September 2016 introduced by Ministry of Corporate Affairs, New Delhi, with retrospective effect from 1st April 2014, Members approval is required to provide remuneration of Rs. 1.68 Crore (One Crore Sixty Eight Lakh only) p.a. each. Hence, the Board based on the recommendation of the Nomination and Remuneration Committee, proposed to pay, with retrospective effect, remuneration of Rs.1.68 Crore (Rupees One Crore Sixty Eight Lakh only). p.a. each to Mr. Atul H. Mehta, Chairman & Managing Director from September 08, 2014 to the remainder of his duration of appointment upto September 7, 2017 and to Mr. Bhavesh H. Mehta, Whole- time Director, from October 17, 2014 to the remainder of his duration of appointment upto October 16, 2017. Further, rest all the terms of their appointment stand still except the aforesaid change in basic salary from Rs.1.80 Crore (Rupees One Crore Eighty Lakh only) to Rs. 1.68 Crore (Rupees One Crore Sixty Eight Lakh only).

Therefore, the Board recommends the Special Resolutions at point no.4 & 5 for your approval.

Except Mr. Atul H. Mehta and Mr. Bhavesh H. Mehta, none of the other Directors or Key Managerial Personnel and their relatives is interested or concerned in the aforesaid resolutions.

Place : Mumbai
Date: 15th December 2016

By order of the Board
For Compuage Infocom Limited

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

Sd/-
Disha Shah
Company Secretary

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
E-mail: investors.relations@compuageindia.com Website: www.compuageindia.com

POSTAL BALLOT FORM

Sr. No. :

1. Name and Registered address of :
the Sole/first named Member
(in block letters)
2. Name(s) of Joint Member(s) if any :
(in block letters)
3. Registered Folio No./DP ID No./ :
Client ID No. (*Applicable to
members holding Shares in
dematerialized form)
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the Special Business stated in the Notice of the Company by sending my/our Assent (**For**) or Dissent (**Against**) to the said Resolution by placing the tick (✓) mark at the appropriate column below:

Item No.	Description	No. of Shares for which vote cast	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for issue of Non-Convertible Debentures under Sections 42, 71 and other applicable provisions of the Companies Act, 2013			
2.	Ordinary Resolution for Subdivision of Equity Shares from face value of Rs.10/- per share to Rs.2/- per share under Section 61(1)(d) of the Companies Act, 2013			
3	Ordinary Resolution for alteration of Memorandum of Association of the Company under Sections 13, 61 and other applicable provisions of the Companies Act, 2013			
4	Special Resolution for revision in managerial remuneration of the Managing Director of the Company as per Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013			
5	Special Resolution for revision in managerial remuneration of the Whole-time Director of the Company as per Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013			

Place:

Date:

(Signature of the Member)

Note: Members are requested to read carefully the instructions printed overleaf before exercising the vote.

Electronic Voting Particulars

EVEN (E-Voting Event Number)	User Id	Password / PIN
105856		

The e-Voting facility will be available during the following voting period:

Commencement of e-Voting	End of e-Voting
23 rd December 2016 at 9:00 a.m.	21 st January 2017 at 5:00 p.m.

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-Voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. IST on 21st January 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member has not been received.