

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 : 022-6711 4444, Fax : 022-6711 4445

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 Thursday, 27th July 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 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 completion of the scrutiny of Postal Ballots (including e-voting) on or before Monday, 31st July 2017. The Chairman or any other Director of the Company will announce the results on or before Monday, 31st July 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:

1. Invitation and Acceptance of Unsecured Fixed Deposits from the Members and Public

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

"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 paid-up share capital and free reserves of the Company from Public and
- 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"> • Shareholders of the Company; • Current Employees of the Company during the duration of the Scheme; • Public i.e. entities whose residence and registered office, as applicable, is registered in India <ul style="list-style-type: none"> ➤ Individuals; ➤ Hindu Undivided Family; ➤ Body Corporates; ➤ Trusts; ➤ Co-operative Societies 	<ul style="list-style-type: none"> • Shareholders of the Company; • Current Employees of the Company during the duration of the Scheme; • Public i.e. entities whose residence and registered office, as applicable, is registered in India: <ul style="list-style-type: none"> ➤ Individuals; ➤ Hindu Undivided Family; ➤ Body Corporates; ➤ Trusts; ➤ Co-operative Societies 	<ul style="list-style-type: none"> • Shareholders of the Company; • Current Employees of the Company during the duration of the Scheme; • Public i.e. entities whose residence and registered office, as applicable, is registered in India: <ul style="list-style-type: none"> ➤ Individuals; ➤ Hindu Undivided Family; ➤ Body Corporates; ➤ Trusts; ➤ Co-operative Societies
Nature of Deposit	Unsecured	Unsecured	Unsecured
Rate of Interest	For Public		
	11.00% p.a.	11.00% p.a.	11.50% p.a.
	For Shareholders & Current Employees		
	11.50% p.a.	11.50% p.a.	12.00% p.a.
Type of Interest	Non - cumulative	Non - cumulative	Non - cumulative
Joint Depositors	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.

Payment of Interest	Payable quarterly on 30 th June, 30 th September, 31 st December, 31 st March and on maturity.	Payable quarterly on 30 th June, 30 th September, 31 st December, 31 st March and on maturity.	Payable quarterly on 30 th June, 30 th September, 31 st December, 31 st March and on maturity.
Payment of Principal	On maturity	On maturity	On maturity
Mode of payment for Subscription	Through cheque or electronic banking channels	Through cheque or electronic banking channels	Through cheque or electronic banking channels
Period of the 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 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.
Mode of Repayment	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.
Minimum Subscription Amount	The minimum amount of Deposit acceptable will be Rs. 25,000/-. Higher amounts will be accepted in multiples of Rs.1,000/-.	The minimum amount of Deposit acceptable will be Rs. 25,000/-. Higher amounts will be accepted in multiples of Rs.1,000/-.	The minimum amount of Deposit acceptable will be Rs. 25,000/-. Higher amounts will be accepted in multiples of Rs.1,000/-.
Pre-mature Withdrawal	No pre-mature withdrawal of deposits is allowed within a period of less than six months from the date of commencement 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 commencement 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 commencement 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.
Nomination facility	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.”

By order of the Board
For Compuage Infocom Limited
Sd/-
Disha Shah
Company Secretary

Place: Mumbai
Date: 6th June 2017

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 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) and Central Depository Services (India) Limited (CDSL) as on 6th June 2017.
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 the 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 physical Postal Ballot Form. If a Member has opted for e-Voting, then he/she should not vote by physical Postal Ballot. 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 Form 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 Thursday, 27th July 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 Monday, 31st July 2017 at the Registered Office of the Company and the same shall be displayed on the Company's website viz. www.compuageindia.com and 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 resolution.
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 6th June 2017.
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 Wednesday, 28th June 2017 at 9:00 a.m. and ends at 5:00 p.m. on Thursday, 27th July 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 the documents referred to in Notice and Explanatory Statement are open for inspection by the Shareholders at the Registered Office of the Company on any working days, except Public Holidays, Saturdays and Sundays, between 12.00 noon to 4.00 p.m. up to 27th July 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-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai-400083, Tel. No.: 022-49186270, Fax No.: 022-49186060, 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.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "CIL e-Voting.pdf"
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password and 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 bhattvirendra1945@gmail.com or bhattvirendra1945@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. (ii) 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.

In case, Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. +Folio No).

(d) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Resolution No.1:

The Board of Directors at their meeting held on 6th June 2017, had obtained in-principle approval on the scheme of deposits as mentioned in the resolution and recommended the invitation and acceptance of Unsecured Fixed Deposits from the Members and Public pursuant to Sections 73 and 76 of the Companies Act, 2013 (“Act”) read with Companies (Acceptance of Deposits) Rules, 2014 (“Rules”) as one of the modes to meet the medium-term fund requirements of the Company. The Fixed Deposit program would be credit rated on annual basis and the Company may provide deposit insurance cover, if required, under the Act read with the said Rules. It is proposed to authorise the Board to invite and accept deposits on the broad terms of Unsecured Fixed Deposit Scheme stated in the resolution above and to do such other acts and deeds as may be deemed necessary or incidental thereto to give effect to the resolution. The Board confirmed at the meeting that no deposits were invited or accepted as on the date of passing the aforesaid resolution.

In compliance with the provisions of Section 73 and 76 of the Act, read together with Rule 2(e) of the Companies (Acceptance of Deposits) Rules, 2014, approval of the Members by way of Special Resolution is being sought. The Company sought the approval of the Members via Postal Ballot to empower the Board to borrow upto an amount of Rs.1000 Crore (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) pursuant to Section 180 (1) (c) of the Act and the results of the Ballot were announced on 20th January 2015. The funds to be borrowed through the Fixed Deposits Scheme would be within the said borrowing limits.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said resolution, except to the extent of their shareholding.

By order of the Board
For Compuage Infocom Limited
Sd/-
Disha Shah
Company Secretary

Place: Mumbai
Date: 6th June 2017

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

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: 022-67114444, Fax: 022-67114445

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

POSTAL BALLOT FORM

SR.NO. :

Name and Registered address of the sole/first named Member	
Name(s) of Joint Member(s) if any	
Registered Folio No. / DP ID No. / Client ID No.* (* Applicable to investors holding shares in dematerialized form)	
Number of share (s)	

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 inviting and accepting Unsecured Fixed Deposits from Members and Public under 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			

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
106235		

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

Commencement of e-Voting	End of e-Voting
28 th June 2017 at 9:00 a.m.	27 th July 2017 at 5:00 p.m.

Notes:

1. Please read the instructions printed below carefully before filling this form and for e-Voting purpose. 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 27th July 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member has not been received.

Instructions

1. A Member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier/registered post at the expenses of the registered Member will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. A Member need not use all his/ her votes nor do he/ she need to cast his/ her vote in the same way.
4. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with Registrar & Share Transfer Agents/Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. However, where the form is sent separately by the first named Member and the joint holders, the vote of the first named Member would be valid.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorisation with specimen signature(s) of Authorised Signatory(ies). A Member may sign the form through an Attorney specifically appointed for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form. In case of electronic voting, documents such as the certified true copy of Board Resolution/ Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at bhattvirendra1945@gmail.com or bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
6. The votes should be cast either in favour of or against by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing [✓] in both the columns will render the form invalid.
7. The votes of the Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature doesn't tally ;
 - c. if the Member has marked his/ her/ its vote both in 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received in torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.
8. Voting Rights shall be reckoned on the paid up value of shares registered in the name of Member as on 6th June 2017.
9. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.