

**COMPUCOM**  
**SOFTWARE LIMITED**  
*We make IT happen*

**11<sup>th</sup> Annual Report 2004-05**

**Compucom Software Limited**

IT 14-17, EPIP, Sitapura, JAIPUR - 302 022

## Contents

	Pag
Management Information	
A Historical Perspective .....	
Letter to Shareholders .....	
Directors' Report .....	
Auditor's Certificate for Compliance of Corporate Governance .....	
Corporate Governance Report .....	
Shareholder's Information .....	
Management Discussion and Analysis of Financial Condition and Results of Operation .....	
Auditors' Report .....	1
Annexure to the Auditors' Report .....	1
Financial Statements	
Balance Sheet .....	13
Profit and Loss Accounts .....	13
Cash Flow Statement .....	14
Schedules .....	14
Significant Accounting Policies and Notes to Financial Statements .....	18
Balance Sheet Abstract and General Business Profile .....	21
Subsidiary Companies	
Statement under section 212 of Companies Act, 1956 .....	21
Auditor's Report .....	22
Consolidated Balance sheet .....	22
Consolidated Profit and Loss Account .....	23
Consolidated Cash Flow Statement .....	23
Notes on Consolidated Accounts .....	24
Separate Financial Statements of ITneer, Inc., USA .....	25
Notes to Financial Statements of ITneer, Inc., USA .....	26
Notice .....	27
Explanatory Statement .....	28

## Board of Directors

### Ajay Kumar Surana

CEO-US Operations

Co-founder of Compucom in 1991 in USA

### Surendra K Surana

Managing Director and

CEO India operations

Co-founder of Compucom in 1991 in USA

### Shubh Karan Surana

Director

### John A. Giunta

Director, Executive Marketing and Sales with Tekmark Solutions, LLC  
the strategic alliance partner of Company

### Stephen Carl Viehman

Director

### Sanjiv Agarwal

Non-Executive Independent Director

Audit Committee & Shareholders Grievances Committee.

### K.P. Sharma

Non- Executive Independent Director,

Audit Committee & Compensation Committee

### S.D. Shukla

Non- Executive Independent Director

Shareholders Grievances Committee & Compensation Committee.

### R.P. Udawat

Non- Executive Independent Director

## Executive Management

Mr. Ajay Kumar Surana

CEO - US Operations

Mr. Surendra (Sam) K Surana

CEO - India Operations

Mr. Nitin Kapoor

Operations Manager (International Projects)

Lt. Col. Revail Singh (Retd.)

Sr. Administrative Officer

Miss Anita Periwal

Company Secretary

## Auditors

M/s S. Misra & Associates

Chartered Accountants

5A, Tilak Marg, C-Scheme, Jaipur 302005

## Legal Advisor

Mr Amrit Suroila,

Advocate, Raj. High Court

## Bankers

- The ING. Vysya Bank Ltd.      • HDFC Bank Ltd.
- Bank of Baroda                      • SBBJ
- IDBI Bank

## Registered office

IT 14-17, EPIP, Sitapura, Jaipur-302022

Rajasthan, India

**A Historical Perspective**

(Rs. in lacs)

Particulars	1997-98	1998-99	1999-00	2000-01	2001-02	2002-03	2003-04	2004-05
Revenue	224.27	336.60	1,500.40	2,707.10	4,151.10	3,683.50	3,839.50	2,842.57
Operating Profit (PBDIT)	181.61	224.11	507.56	789.08	688.95	501.20	926.95	1,984.41
Interest	-	-	1.39	4.18	1.39	0.77	0.56	1.97
Depreciation	4.25	13.36	15.98	26.00	81.86	121.70	129.76	171.45
Provision for Income Tax and Deferred Tax	-	1.54	17.54	63.18	59.88	36.21	107.34	5.97
Profit after tax from ordinary activities	177.36	209.21	472.65	695.72	545.82	342.52	689.28	690.70
Dividend	0.87	2.08	91.56	138.44	50.25	125.63	141.85	125.63
Return on average net worth %	54.44	40.38	35.41	28.59	18.05	10.13	18.42	15.84
Return on average capital employed %	54.44	40.38	35.41	28.59	18.05	10.13	18.42	15.84
As at the end of year								
Share Capital	7.94	334.65	499.94	502.45	502.45	502.45	502.45	502.45
Reserves and Surplus	406.08	287.48	1,614.00	2,298.31	2,793.87	2,965.03	3,512.50	4,059.25
Long Term Debt	-	-	-	-	-	-	-	-
Gross Block	155.66	221.78	437.16	998.29	1,419.18	1,537.19	1,841.40	2,513.83
Net Current Assets	250.36	380.30	1,183.30	1,093.70	279.30	327.34	934.58	524.29
<b>Per Share Data</b>								
Earnings From Ordinary Activities (Rs.)	5.32	6.25	11.37	13.87	10.86	6.82	13.72	13.75
Book Value (Rs.)	12.42	18.59	42.28	55.74	65.60	69.00	79.90	90.79
Dividend (Rs.)	1.00	2.00	2.00	2.50	1.00	2.50	2.50	2.50

**Letter to Shareholders**

Dear Shareholders,

It gives me immense pleasure to share with you that your Company has completed a wonderful era of 10 years of its operations on 31st March, 2005. Throughout the decade your Company had witnessed many ups & downs but with the strong support of its shareholders it has overcome all barriers successfully.

During the current year your Company had mixed experiences. Your Company continues to operate successfully in the area of Software Design and Development and other IT services. The Company has started two call centres for Vidyut-Vitaran Nigam Limited at Kota and Bikaner. These are giving a good response. Domestic markets do provide encouraging hopes as e-Governance, e-CRM, e-Commerce, IT enabled services and Telecom reforms are slowly catching up in the country. In Software segment, Profit from operations in relation to revenue, has increased by 8.36%.

The Learning Solution Segment (which focuses in imparting computer education) has seen a downfall of revenue by 13.81%, mainly due to the change in the Govt. policy during the first and second quarters of the academic session 2004-05. But due to the continuous efforts of the management, the situations are turning favourable. The Company is likely to receive an extension of one more year for imparting Computer education in Government schools along with certain relaxations in the terms and conditions of the contract.

The Company had set up two more Wind Power Generation Plants at Sikar during the current year. The results from this segment are outstanding. It has earned a revenue of Rs. 107.55 lacs from this segment during the year under review. It has contributed a great deal in increasing the net worth of the Shareholders.

Even in this lackluster IT growth scenario world wide, it is a pleasure to inform you that the EPS (Earning per share) of the Company has marginally increased as compared to that of the previous year, and also the book value of the shares has gone up to Rs.90.79/

Several new projects and ventures, which are likely to give new heights to the Company are under consideration. The Company aims at tapping the foreign markets for which it has tied up its foreign strategic alliance partners. Our foreign alliance partners have also set up an office in Atlanta for the same. This is mainly to keep pace with the upcoming trends of Small and Medium Enterprises (SME's) in the foreign markets, who intend outsourcing their business processes. We aim to acquire activities outsourced by these SME's, directly and through our partners there.

I sincerely trust and hold, the shareholders are the backbone of the Company and we anticipate your continuous support. I thank our employees for their support and co-operation, I also thank my fellow Board members for their unstinting support and advice at critical times, enabling me to lead an outstanding team of professionals to meet a truly challenging set of goals. We live in exciting times and I assure you that we will do our best to seize every opportunity. I look forward to your continued support.

With best wishes,

Sd/-

**Surendra Kumar Surana.**

Managing Director

Jaipur, July 27, 2005

## Directors' Report to the Members

### Dear Member

Your Directors' have the pleasure in presenting their report on the business and operations of the Company for the year ended on March 31st, 2005.

### FINANCIAL RESULTS:

Particulars	2005	Rs. In lacs 2004
<b>Total Income</b>	<b>2,842.57</b>	<b>3839.46</b>
Total Expenses	1,984.41	2912.52
<b>Operating Profit (PBDIT)</b>	<b>858.16</b>	<b>926.94</b>
Interest	1.97	0.56
Depreciation	171.45	129.76
<b>Profit Before Tax</b>	<b>684.73</b>	<b>796.62</b>
Provision for Income-tax including Deferred Tax	(5.97)	107.34
<b>Profit After Tax (from ordinary activities)</b>	<b>690.70</b>	<b>689.28</b>
Extraordinary Item	0.67	-
<b>Net Profit After Tax</b>	<b>690.03</b>	<b>689.28</b>
<b>Appropriations</b>		
Dividend	125.63	125.63
Dividend Tax	17.62	16.22
Transfer to General Reserve	100.00	100.00
<b>Total</b>	<b>243.25</b>	<b>241.85</b>
<b>Earning per Share: Basic &amp; Diluted (in Rupees)</b>		
- Considering Extraordinary Item	13.73	13.72
- Without considering Extraordinary Item	13.75	13.72

**Results of operations** - Total revenues earned during the year amounted to Rs. 2842.57 lacs as compared to that of Rs. 3,839.46 lacs in the previous year, however, Profit from operations has increased by Rs. 2.93 lacs.

As required by AS - 21, consolidated Financial Statements are provided in the later section of the Annual Report.

**Dividend**-The Board of Directors' have recommended payment of dividend at the rate of Rs 2.5 per Equity Share (Rs. 10/- each) i.e. 25% , for the year ended on March 31st , 2005 subject to the approval of members at the Annual General Meeting.

### Business Review

- (i) **Software Services** : During the year under review, our focus shifted to the area where higher margins are available. The revenue from this segment has declined by 43.65 %, as compared to that of the previous year, however, Profit, in relation to revenue from this segment has increased by 8.36%, as compared to that of the previous year.
- (ii) **ITneer Inc., USA** : ITneer Inc. is a wholly owned subsidiary of the Compucom Software Limited. It has earned a total revenue of US \$ 519,342 and the Profit before tax from ITneer Inc. amounts to US \$ 258 during the financial year 2004-05. ITneer has declared dividend of US \$ 4000 during the current year. The copy of Audited Accounts, together with Independent Auditor's Report, is provided in a separate section of this Annual Report.
- (iii) **Learning Solutions**: This Segment has registered a decline in revenue from Rs. 1853.65 lacs, in the previous financial year, to Rs. 1597.72 lacs in the current financial year. This decline was mainly due to the change in the Government policy for imparting compulsory computer education in Govt. schools resulting in slight decrease in enrolment of students, however, things have now come on the track and we are expecting smooth functioning and good results.
- (iv) **Wind Power Generation**: The Company had diversified its activities into the area of Power Generation with a view to avail itself of tax-benefits, and increase the net-worth of shareholders. In order to achieve the same, the Company has set up 4 (four) Wind Power Generation Plants of 0.6 MW each (Mega Watts). Out of these 2 (two) are situated in Jaisalmer and 2 (two) in Sikar, Rajasthan. The revenue generated from this segment amounted to Rs. 107.55 lacs in the current year.
- (v) **Treasury Activities**: The Company has a diversified portfolio of Investments comprising various debt and equity schemes of mutual funds. Treasury income includes capital gains, dividends from mutual funds and shares, interest on FDRs etc. The revenue generated from this segment is Rs. 162.39 lacs, showing a decline of 41.42 %, from Rs. 277.21 lacs in the previous year.

**Stock Options**: No Stock Options were issued during the Financial Year 2004-05.

**Directors' Responsibility Statement**: Pursuant to Section 217 (2AA) of the Companies Amendment Act, 2000, Directors' confirm that:

- (a) In preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanations and disclosures relating to material departures.
- (b) The selected accounting policies are applied consistently and the Directors' made judgments and estimates that are reasonable and prudent so as to give a true and a fair view to the state of affairs of the Company as on March 31, 2005 and of the Profit of the Company for the period;

- (c) Proper and sufficient care has been taken in the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) The annual accounts have been prepared on a going concern basis.

**Fixed Deposits** - Your Company had not accepted any fixed deposits falling within the definition of Section 58 A of Companies Act, 1956.

**Directors'** Mr. S. D. Shukla, Dr. K. P. Sharma and Mr. Sanjiv Agarwal, Directors of the Company, retire by rotation at the ensuing Annual General Meeting.

**Auditors** : S. Misra & Associates, Chartered Accountants, Statutory Auditors of the Company, retire at the forthcoming Annual General Meeting and have confirmed their eligibility and willingness to accept the office, if reappointed.

**Conservation Of Energy, Research & Development, Technology Absorption, Foreign Exchange Outgo:** Disclosure under Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors') Rule, 1988, the Directors furnish herein below the required information:

- (i) **Conservation of Energy:** The nature of the Company's operations are not energy intensive and entails low levels of energy consumption, however, the management is cautious about energy wastage.
- (ii) **Research & Development(R&D):** The Company is actively involved in Software Development Activities and is continuously improving its business process by research and development for better quality. The Company has laid out training programs to improve and upgrade skills of its employees to keep pace wit the changing market scenario.
- (iii) **Technology Absorption:** As the Company is engaged in a business marked with rapid technology changes and obsolescence, it has plans and policies in place to ensure that all its hardware and software resources are periodically upgraded to incorporate best available technologies.
- (iv) **Foreign Exchange Earnings and Outgo:** The details of foreign exchange earnings and outgo are given in the notes on accounts.

FOB value Exports Rs. 95,883,655/- (Previous year Rs. 170,068,230/-)

CIF value of Imports Rs.5,370,338 (Previous year Rs. 1,338,385/-)

Other expenses incurred in foreign currency on manpower, administrative and marketing expenses - Rs. 59,185,182 (Previous year Rs. 120,593,061/-)

**Particulars of Employees:** As required by the provisions of sub-section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, no employee is drawing remuneration at or above the rates mentioned therein.

**Human Resource Management and Employee Relation:** Employees are a vital asset of the Company. The Company has created a favorable work environment that encourages innovation and nurturing of commercial and managerial talents in its operations. The Company has schemes of bonus and incentives for employees generating revenue for the Company. The Company also provides sharing in ownership of the Company through Employee Stock Option Scheme, wherein stock options are granted based on the cadre of the employees in the organization. The Company continued to have cordial relation with its employees.

**Quality Assurance:** Your Company is an ISO 9001:2000 Company, certified by Det Norske Veritas (DNV ). These norms enable us to identify risks at the initial plan stage of the project. The Company firmly believes in the pursuits of excellence to compete in this emerging and growing software market.

**Corporate Governance:** Pursuant to clause 49 of Listing Agreement with Stock Exchanges, a Management Discussion Analysis, a report on Corporate Governance and Auditor's certificate regarding compliance on Corporate Governance are provided hereinafter in a separate section in this Annual Report.

**Voluntary Delisting of Company's Shares** - Consequent to the approval of the Shareholder's, the shares of the Company have been delisted from Jaipur Stock Exchange during the FY 2004-05, however, the Company's shares continue to be listed at the Bombay and Calcutta Stock Exchange.

**Acknowledgments:** The Directors' sincerely appreciate the contributions made by all employees, associates and business partners who have contributed towards the success of the Company. The Directors' are also thankful for the co-operation, support and assistance received from banks, investors, customers, Central and State Government Departments, local authorities, vendors, Strategic Alliance Partners and all others associated with the activities of the Company. The Directors' would also like to acknowledge the continued support of the Company's shareholders.

For and on behalf of the Board

Sd/-

**Shubh Karan Surana**  
Chairman of the Meeting

Jaipur, July 27, 2005

Sd/-

**Surendra K Surana**  
Managing Director.

**Auditor's Certificate regarding Compliance of Corporate Governance**

To the Members of  
Compucom Software Limited

We have examined the records with respect to the compliance of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges for the financial year ended on March 31, 2005.

The objective of our examination is to give our opinion on whether the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of clause 49 of the Listing agreements with Stock Exchanges in India.

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement. As per the records of the Company, there were no investor Grievances remaining unattended for a period exceeding one Month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency with which the management has conducted the affairs of the Company.

**FOR S.MISRA & ASSOCIATES**

**Chartered Accountants**

**SACHINDRA MISRA**

**Partner**

Jaipur, July 27, 2005

**Corporate Governance Report for the year 2004-05**

(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchange)

1. **Company's Philosophy on Corporate Governance :** The Company's philosophy on corporate governance is aimed at achieving excellence in business by providing better services to its clients / customers. The Board of Directors observes the Code of Conduct of Corporate Governance and subscribes to the framework for Corporate Governance as prescribed by the Code. The Board aims at the compliance with the Code of Conduct of Corporate Governance to ensure transparency, control, accountability, ethical integrity and reliability among the Board and management to meet challenges and to make the best use of opportunities in the years to come. The Company aims to increase the value for all its stakeholders, employees, clients and society at large.

2. **Board Of Directors : Composition of the Board:** The Board presently comprises of 9 (nine) directors consisting of 4 (four) independent non-executive directors, 3 (three) promoter directors and 2 (two) foreign, non-executive directors.

None of the Directors of the Company is a Director or member on more than 10 committees and Chairman of more than 5 Committees (as specified in Clause 49) across all the companies in which he is a Director.

The number of Directors of the Board, their attendance at Board Meetings (BM) during the year and at the last Annual General Meeting (AGM) and also the number of Directorships and Committee Memberships held by them in other companies is given below:

4 (Four) Board Meeting were held during the financial year 2004-05 on 27th April, 2004; 30th July, 2004; 30th October, 2004; 20th January, 2005 and the AGM was held on 6th September, 2004.

S. No	Name	Category of Directorship	Designation	No. of (BM) Meetings attended	Attendance at Previous AGM
1.	Mr. Surendra K. Surana	Promoter Executive	Managing Director	4	Yes
2	Mr. Shubh K. Surana	Promoter Non-Executive	Director	3	Yes
3	Mr. Ajay K. Surana	Promoter Non-Executive	Director	1	Yes
4	Mr. Stephen C. Viehman	Non-Executive, Non-Independent NRI Director	Director	3	No
5	Mr. John. A. Guinta	Non-Executive, Non-Independent NRI Director	Director	1	No
6	Mr. Sanjiv Agarwal	Non-Executive, Independent Director	Director	4	Yes
7	Mr. S. D. Shukla	Non-Executive, Independent Director	Director	3	No
8	Dr. K. P. Sharma	Non-Executive, Independent Director	Director	4	No
9	Mr. R. P. Udawat	Non-Executive, Independent Director	Director	2	Yes

None of the Directors except Mr. Sanjiv Agarwal hold any directorship or committee positions in any other Public Limited Companies. During the year 2004-05, Mr. Sanjiv Agarwal served as a Director of the board of State Bank of Bikaner and Jaipur.

3. **Committees Of The Board :** As per the guidelines set out in the Listing Agreement with the Stock Exchanges, Committees of the Board are as follows:

3.1 **Audit Committee - Terms of reference of the Audit Committee:**



The Audit Committee performs the following functions:

- Overseeing financial reporting process
- Reviewing periodic financial results and financial statements.
- Adequacy of Internal Control System and reviewing the adequacy of Internal Control System.
- Reviewing the Company's financial and risk management policies etc.

4 (Four) Meetings of the Audit Committee were held during the year:

26th April 2004; 29th July, 2004; 29th Oct., 2004 and 19th Jan., 2005.

Composition and attendance:

S. No	Name of Members	Category	No. of meetings attended
1.	Mr. Sanjiv Agarwal	Non-executive, Independent Director	4 (Four)
2.	Mr. Shubh K. Surana	Non-executive, Promoter Director	3 (Three)
3.	Dr. K. P. Sharma	Non-executive, Independent Director	4 (Four)

The Company Secretary acts as Secretary to Audit Committee. Statutory Auditor attended 3 (three) meetings during the year.

- 3.2 Compensation Committee** - The broad terms of reference of the meeting is to advise the Board about the remuneration of Managing Director, other Directors and top management executives and compensation policies etc. of the Company.

1 (one) meeting was conducted during the year under review.

Composition and attendance:

S. No	Name of Members	Category	No. of meetings attended
1.	Mr. S. D. Shukla	Non-Executive, Independent Director	1 (one)
2.	Mr. Shubh K. Surana	Non-executive, Promoter Director	1 (one)
3.	Dr. K. P. Sharma	Non-executive, Independent Director	1 (one)

Total Remuneration paid to the Managing Director for the FY 2004-05 amounted to Rs. 8,40,000/-. No other perquisite was provided to the Managing Director.

The Company paid no other remuneration to non-executive Directors except sitting fees during the year 2004-05. The sitting fees paid to the Non-Executive Directors was Rs. 3000/- for their attendance at every meeting of the Board or Committee.

- 3.3 Investor Relation Committee** - The terms of reference of the Committee is to inter-alia monitor the Investor's Grievances. All grievances are reported to the Committee. The Committee ensures that investor's complaints are resolved within stipulated time. In addition, the Committee also looks into matters relating to facilitation of better investor's services and relations.

During the year 2004-05, 2 (two) meetings of the Investor's Relation Committee were held on 29th July, 2004 and 20th January, 2005.

Composition and attendance:

S. No	Name of members	Category	No. of meetings attended and held in 2004-05
1.	Mr. S. D. Shukla	Non-Executive, Independent Director	1
2.	Mr. Shubh K. Surana	Non-executive, Promoter Director	2
3.	Mr. Sanjiv Agarwal	Non-executive, Independent Director	2

Mr. Atul Lakhotia, was Company Secretary and Compliance Officer of the Company till 4th, October, 2004. Miss Anita Periwal has been appointed Company Secretary and Compliance officer of the Company w. e. f. 5th October, 2004.

Details of Grievances during the Financial Year 2004-05:

Opening Balance	Received	Resolved	Pending
Nil	70	70	Nil

- 4. General Body Meetings** - Details of the locations of the last three Annual General Meetings (AGM).

AGM	Financial Year	Date	Time	Venue	Special Resolution	Postal Ballot
8th	2001-02	28th Sep.,02	11:30AM	IT 14-17, EPIP, Sitapura, Jaipur - 302022	Yes*	No
9th	2002-03	29th Sep.,03	11:30AM	IT 14-17, EPIP, Sitapura, Jaipur - 302022	Yes**	Yes #
10th	2003-04	6th Sep.,04	11:30AM	IT 14-17, EPIP, Sitapura, Jaipur - 302022	Yes ***	No

\* Special Resolution passed for amendment of Articles of Association regarding the presence of Directors at the meetings through video conferencing.

\*\* Special Resolution passed for :  
 A. delisting of securities from Delhi, Ahmedabad and Jaipur Stock Exchanges.  
 B. Alteration of object clause of Memorandum of Association (MOA).

# Resolution was passed by Postal Ballot for alteration of Object clause of MOA by.

\*\*\* Special Resolution passed for re-appointment of Managing Director.

At the forthcoming AGM there is no item on the Agenda that needs approval by Postal Ballot.

#### 5. Disclosures -

5.1 During the year 2004-05 there were no related party transactions that had any potential conflict with the interest of the Company at large.

5.2 There have been no non-compliances by the Company nor have any penalties or fine been imposed on the Company by the Stock Exchanges/ SEBI etc.

#### 6. Means of Communication:

6.1 The Quarterly, Half-yearly and Annual results of the Company are regularly published in widely circulated national / local dailies namely Business Standard (National), Samachar Jagat and Mahanagar Times (local dailies).

6.2 The Company results and official news releases etc. are displayed on the Company's website. Website address is [www.compucomtech.co.in](http://www.compucomtech.co.in)

#### 7. GENERAL SHAREHOLDER'S INFORMATION

7.1 Financial Year : 1st April, 2004 to 31st March, 2005

7.2 Annual General Meeting : 6th Sept., 2005 at (Time)11:30 AM at IT14 -17, EPIP, Sitapura, Jaipur 302022.

7.3 Date of Book Closure September 1st 2005 to September 6th, 2005 (both days inclusive)

7.4 Dividend Payment : Dividend will be paid after approval of the shareholders at AGM on 6th Sept., 2005, but within 30days thereafter.

7.5 Listing The shares of the Company are listed on Bombay Stock Exchange, Mumbai and Calcutta Stock Exchange, Kolkata.

7.6 Listing Fees Paid to all Stock Exchanges for Financial Year 2004-05.

7.7 Registered Office IT 14-17, EPIP, Sitapura, Jaipur - 302022

7.8 Registrar and Transfer Agent : MCS Limited, Delhi.

All the investors / Depository Participants are requested to make all correspondence relating to Share Transfer, Dematerialization of shares, investors complaints pertaining to the same, to the Companies Registrar and Share Transfer Agents for prompt and expeditious response and resolution.

Name and address of our Registrar.

**Mr. Surendra Gupta**

**MCS Limited**

Sri Venkatesh Bhavan, W-40, Okhla Industrial Area, Phase - II,

New Delhi 110020, Telephone - 91-011-26384909

#### 8. Distribution of Shareholding: The following tables give distribution pattern of the shareholding of the Company:

**Table 1 : Shareholding Pattern**

Shareholding Pattern	As on 31st March 2005		As on 31st March 2004	
	No. of shares	% of shares	No. of shares	% of shares
Promoters, their Investment Companies & persons acting in concert	3628093	72.20	3678574	73.21
Mutual Funds, Banks, FIs	6800	0.14	6500	0.13
NRIs, OCBs and Foreign Nationals	108742	2.16	109600	2.18
Domestic Companies	251782	5.01	165942	3.30
Individuals and others	1029583	20.49	1084384	21.18
<b>Total</b>	<b>5025000</b>	<b>100.00</b>	<b>5025000</b>	<b>100.00</b>

**Table 2 Distribution Schedule as on 31.03.05**

Range	Folios	% Folios	Shares	% Shares
Up to 500	3,494	91.42	5,31,854	10.58
5,01-10,00	159	4.16	1,29,645	2.58
10,01-20,00	79	2.07	1,12,463	2.24
20,01-30,00	25	0.65	62,304	1.24
30,01-40,00	10	0.26	36,392	0.72
40,01-50,00	11	0.29	53,810	1.07
50,01-10,000	25	0.65	1,87,003	3.72
10,001 and above	19	0.50	39,11,529	77.84
<b>Total</b>	<b>3,822</b>	<b>100.00</b>	<b>50,25,000</b>	<b>100.00</b>

#### 9. Dematerialization of Shares : As on 31st March 2005, 28.37% of the Company's total shares representing 14,25,600 shares were held in dematerialized form and the balance 71.63 % representing 35,99,400 shares were held in physical form.



10. **Outstanding GDRs / ADRs /Warrants/Convertible Instruments:** No GDRs / ADRs/ Warrants/Convertible Instruments were issued by the Company.

11. **Registered Office :** IT 14-17, EPIP Sitapura, Jaipur 302022  
Tel 91-141-2770131,5115905, Fax 91-141 5115905.

12. Stock Market Data relating to shares of the Company are as below:

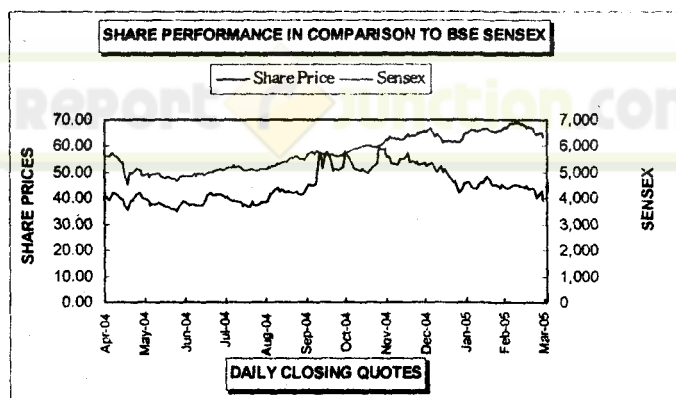
12.1 The Equity Shares of the Company are listed on Regional Stock Exchanges at Mumbai and Kolkata.

12.2 **Stock Code:** The shares are included in BSE 500 Index. Scrip ID is 532339, Scrip Name is 'COMPUCOM SOF'.

12.3 **Market Price Data:** Trading statistics of Company's share at Mumbai Stock Exchange, including volumes, high and low of daily open and close price from April 1st, 2004 to March 31,2005 are given below :

Month	High (Rs.)	Low (Rs.)
April 2004	42.95	36.00
May 2004	43.50	34.50
June 2004	40.00	35.00
July 2004	43.50	35.10
August 2004	42.00	36.05
September 2004	46.00	39.05
October 2004	62.15	43.50
November 2004	63.40	48.50
December 2004	59.10	51.50
January 2005	55.00	39.80
February 2005	50.80	36.00
March 2005	47.00	38.00

12.4 Performance in comparison to Broad-based indices as BSE Sensex



The above chart depicts daily closing quotes on Bombay Stock Exchange for the year ended 31st March, 2005.

13. **Unclaimed Dividend :** Pursuant to Section 205 A of the Companies Act, 1956, the dividend for following years, if unclaimed for 7 years, will be transferred by the Company to IEPF according to the schedule given below. Once unclaimed Dividend is transferred to IEPF, no claim shall lie in respect thereof either with IEPF or the Company.

Financial year	Date of Declaration of Dividend	Total Dividend (Rs.)	Unclaimed Dividend (Rs.)	%	Due Date for transfer to IEPF on
2000-01	29th Sep., 2001	125,62,500	49,652	0.40	3rd, Oct.2008
2001-02	28th Sep., 2002	50,25,000	33,814	0.67	17th Oct.,2009
2002-03	29th Sep., 2003	125,62,500	1,33,959	1.07	12th Oct.,2010
2003-04	17th January, 2004	75,37,500	87,745	1.16	13th February, 2011
2004-05	6th September, 2004	50,25,000	82,795	1.65	5th October, 2011

14. **Outstanding GDRs / ADRs /Warrants/Convertible Instruments :** There are no GDRs / ADRs /Warrants/Convertible Instruments issued by the Company.

15. **Plant Location :** EPIP,IT 14-17, Sitapura, Jaipur302022  
Wind Power Plant at Jaisalmer and Sikar, Rajasthan.

16. **Address for correspondence :** Compucom Software Limited.  
IT 14-17, EPIP Sitapura, Jaipur302022