



COMPUCOM

SOFTWARE LIMITED

*We make **IT** happen*

21st

**Annual Report
2014-2015**



From the desk of CEO & MD

Dear Shareholders,

It is my pleasure and privilege to present to you the Annual Report of your company for the Financial Year 2014-15. Even though the fiscal year 2014-15 has been a challenging year for the country and economy as a whole, but still against all odds your company has maintained its financial health. We have utilized this lean period for consolidating the financial health of your company by writing off some old and pending bad debts conforming to the ICAI standards.

The global economy has witnessed a slowdown as a result of the major fall in the crude oil prices and also compounded by other factors like Greece crisis etc. The developed economies also witnessed just a marginal growth.

The year 2014-15 has also been full of milestones and memories. The company witnessed diverse challenges as a result of soaring high client expectations, changing environment, new emerging technologies and moreover the service sector facing unbounded competition. Despite of all the difficulties faced as a result of the innumerable developments on the domestic and global front, your company strived hard and succeeded to deliver performances.

To celebrate our journey in the last year, the board of directors announced a Dividend of Rs 10 paise per share on this occasion. The total dividend paid in FY2014-15 amounts to Rs. 79,12,518.80/-

During the year, the annual revenue of your Company amounted to Rs. 52.51 Crores while profit after tax amounted to Rs. 5.59 Crores.

As a business, your Company continues to associate itself with the Government Sector by bidding for Government Projects. On the export front, the company continues to render services to clients based in the US. The Company continues to develop partnerships with customers all round the globe.

Our team's systematic knowledge implementation and team management helped us to broaden our domestic as well as foreign customer base. Our motto of 'customer satisfaction' helped us strengthen the foundation of our company and put our company services on a higher pedestal.

It's the beginning of a new era for the country. The new mantra of the government is "Smart India". The country is aspiring to unfold the pages to a new 'Digital India' with numerous e-governance initiatives and digitalization all around. In view of this, there is tremendous potential for the company to grow and look at the new business avenues to explore. This is the digitalization age which shall lead to an 'online' and 'e-com' revolution which shall practically impact every facet of business and commerce. Your company foresees this as an incredible business opportunity and aims to extract the maximum possible benefit out of this.

Your company continues to believe in excellence in delivering services seasoned with good business ethics. We target high customer satisfaction, employee satisfaction and maximum revenue generation from all that we undertake. We aim to extract maximum benefit from the business opportunities that we foresee, hand in hand with our trained and skilled team and their teamwork.

We look forward for the continuing support and encouragement from all our stakeholders, financiers, customers, vendors, staff and all those who directly or indirectly helped us to achieve our goals and conquer our dreams. Last but not the least I would like to thank the CSL team for their determination and hardwork to take the company to soaring new heights, for their potential to face challenges and overcome them and to cross each milestone with flying colours.

With best regards,

Surendra Kumar Surana
Managing Director & CEO
August 12, 2015

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Corporate Information

BOARD OF DIRECTORS

Surendra Kumar Surana

Managing Director & CEO

Shubh Karan Surana

Non-Executive Director & Non- Independent Director

Ajay Kumar Surana

Non-Executive Director & Non- Independent Director

Stephen Carl Viehman

Independent Director & Non-Executive Director

Trishla Rampuria

Non-Executive Director & Non-Independent Director
(Additional Director w.e.f. August 12, 2015)

Ramesh Chand Jain

Non-Executive Director & Independent Director
(Additional Director w.e.f. May 29, 2015)

Rajendra Prasad Udawat

Non-Executive Director & Independent Director

Dr. Anjila Saxena

Non-Executive Director & Independent Director

SENIOR MANAGEMENT

CA Sanjeev Nigam

Chief Financial Officer

STATUTORY AUDITOR

M/s. S. Misra & Associates

Chartered Accountants
3-C, Third Floor, Tilak Bhawan, Tilak Marg,
C-Scheme, Jaipur (Rajasthan)-302005, India

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited

F-65, 1st Floor, Okhla Industrial Area, Phase-1
New Delhi-110020, India
Phone No: +91-11-41406149
Fax: +91-11-41709881
Email: admin@mcsdel.com

PRINCIPAL BANKERS



REGISTERED OFFICE

IT: 14-15, EPIP, Sitapura,
Jaipur (Rajasthan)- 302022, India
Phone: +91-141- 5115908 (10 Lines)
Fax: +91-141-2770335
Email: investor@compucom.co.in
Website: www.compucom.co.in
Corporate Identification Number:-L72200RJ1995PLC009798

BOARD COMMITTEES

Audit Committee

Rajendra Prasad Udawat (Chairman)
Shubh Karan Surana
Dr. Anjila Saxena

Nomination & Remuneration Committee

Dr. Anjila Saxena (Chairperson)
Rajendra Prasad Udawat
Shubh Karan Surana

Stakeholder Relationship Committee

Rajendra Prasad Udawat (Chairman)
Shubh Karan Surana
Stephen Carl Viehman

Corporate Social Responsibility Committee

Dr. Anjila Saxena (Chairperson)
Shubh Karan Surana
Surendra Kumar Surana

Risk Management Committee

Ramesh Chand Jain (Chairman)
Shubh Karan Surana
Stephen Carl Viehman

CS Swati Jain

Company Secretary & Compliance Officer

SECRETARIAL AUDITOR

V. M. & Associates

Company Secretaries
403, Royal World, Sansar Chandra Road,
Jaipur (Rajasthan)-302001, India

NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty first Annual General Meeting of the members of Compucom Software Limited will be held on Thursday, September 24, 2015 at 11.30 A.M. at "KRISHNA AUDITORIUM", Compucom Engineering College Compound, in front of Compucom Software Limited office, SP-5, EPIP, Sitapura, Jaipur-302022(Rajasthan), India to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the:
 - a) Audited Financial Statements of the Company for the year ended March 31, 2015 together with the report of Board of Directors and Auditors Report thereon; and
 - b) Consolidated Audited Financial Statement of the Company for the year ended March 31, 2015.
2. To declare a dividend on Equity Shares
3. To Appoint a Director in place of Mr. Shubh Karan Surana, who retires by rotation and, being eligible, offers himself for re-appointment.
4. Ratification of Appointment of the Statutory Auditors of the Company

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 20th Annual General Meeting of the Company held on 27th August, 2014, the appointment of M/s. S. Misra & Associates, Chartered Accountants (Firm Registration No. 004972C) Jaipur, be and is hereby ratified (for the financial year 2015-16) as Statutory Auditors of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2015-16 as recommended by the Audit committee in consultation with the Auditors."

SPECIAL BUSINESS:-

5. APPOINTMENT OF TRISHLA RAMPURIA (DIN : 07224903) AS A DIRECTOR:-

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mrs. Trishla Rampuria who was appointed by the Board of Directors as an Additional Director of the Company on 12th August, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or CEO and/or Company Secretary be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

6. APPOINTMENT OF MR. RAMESH CHAND JAIN (DIN : 00981936) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force,) Mr. Ramesh Chand Jain (DIN: 00981936), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company by the Board of Directors with effect from 29th May, 2015 and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of this Annual General Meeting till the date of next Annual General Meeting and not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or CEO and/or Company Secretary be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

Date: August 12, 2015
Place: Jaipur
Registered Office:
IT 14 -15, EPIP, Sitapura
Jaipur - 302 022 (Rajasthan)

By order of the Board

(CS Swati Jain)
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF SUCH MEMBER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY

APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

The duly stamped, filled and signed instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting.

3. The Relative Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as set out above to be transacted at the Meeting is annexed hereto. The relevant details as required under clause 49 of the Listing Agreement entered into with the stock Exchanges, of persons seeking appointment/ re-appointment as Directors under item No- 3& item No- 5 & item No- 6 of the Notice, are also annexed.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of the ensuing Annual General Meeting from Tuesday, 22nd September 2015 to Thursday, 24th September 2015 (both days inclusive) and for payment of dividend for the Financial Year 2014-2015.
6. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
7. Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Ltd., Unit: Compucom Software Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020, India for changes, if any, in their address and bank mandates, members having shares in electronic form may inform such changes directly to their depository participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address (es).
8. Members holding shares in physical form are requested to convert their holdings into dematerialized mode, to avoid loss of shares, quick credit of dividend and fraudulent transactions.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Ltd., Delhi for consolidation into single folio.
10. Members may now avail the facility of nomination by nominating in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrar and Share Transfer Agent for the prescribed form.
11. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
12. Members are requested to encash dividend warrants at the earliest as the unclaimed dividend amounts, if any, will be transferred to the "Investor Education and Protection Fund" established by the Central Government, as stipulated under the Companies Act, 2013.
13. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.30 A.M. to 12.30 P.M., till the date of Twenty first Annual General Meeting.
14. Members / Proxy(ies) are requested to bring their copy of the Annual Report at the meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall.
15. **"GO GREEN" Initiative:** In support of the "Green Initiative" announced by the Government of India and as well as Clause 32 of the Listing Agreement executed with Stock Exchanges and applicable provisions of the Companies Act, 2013, electronic copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode. The Company hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).
16. Shareholders may visit Company's website: www.compucom.co.in and contact us at e-mail: investor@compucom.co.in. **The Annual Report and the notice of AGM is available at the website of the Company.**
17. The Register of Directors' shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the registered office of the Company.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.

20. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Thursday, 17th September, 2015 (cutoff date).
21. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the Meeting in a fair and transparent manner.
22. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared on Saturday, 26th September, 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.compucom.co.in and on the website of CDSL within three (3) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges.

23. Voting through electronic means:-

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote electronically, through e-voting services provided by CDSL, on all the resolutions set forth in the Notice. instructions for e-voting are given here in below. Resolutions passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

(I) In case of members receiving e-mail:

- i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com.
- iii. Click on "Shareholders" tab to cast your votes.
- iv. Now, select the Electronic Voting Sequence Number ("EVSN") along with "Compucom Software LIMITED" from the drop down menu and click on "SUBMIT".
- v. Now, enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the captcha code as displayed and click on login.
- vi. Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form for Members holding shares in Physical Form

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their first name followed by the last eight digits of their folio number/ member ID. In case the folio number / member ID is less than 8 digits enter the applicable number of 0's before the number and after the first two characters of name. Example if your name is Ramesh Kumar with folio number/ member ID 1 then enters RA0000001 in the PAN filed.

please enters any one of the details in order to login. In case both the details are not recorded with the depository or Company please enter the member ID/ folio number in the Dividend Bank details filed.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note this new password. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- ix. Click on the relevant Company on which you choose to vote.
- x. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

- xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- A. Please follow all steps from sl. no. (ii) to sl. no. (xiii) above, to cast vote.
- B. The voting period begins on Monday, September 21, 2015 (9:00 am) and ends on Wednesday, September 23, 2015 (5:00 pm).
- C. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 17, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at meeting.
- E. The Members who have cast their vote by remote e- voting or by Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- F. Members can opt for only one mode of voting, i.e, either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot Form shall be treated as invalid.
- G. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Date: August 12, 2015
Place: Jaipur
Registered Office:
IT 14 -15, EPIP, Sitapura
Jaipur - 302 022 (Rajasthan)

By order of the Board

(CS Swati Jain)
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:-

Item No. 5:-

The Board of Directors of the Company appointed Mrs. Trishla Rampuria as an additional Director of the Company with effect from 12th August, 2015 pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company. As per the provisions of Section 161 (1) of the Act, she holds the office of Additional Director only upto the date of the forthcoming Annual General Meeting of the Company. The Company received notice under section 160 of the Act from a member proposing her candidature for the office of Director of the Company. Trishla Rampuria is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director and is liable to retire by rotation. Brief resume of Trishla Rampuria, and her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as forming part of the Notice. Copy of the draft letter for appointment of Trishla Rampuria as an Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered office of the Company.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Trishla Rampuria be appointed as Director of the Company, liable to retire by rotation.

Save and except Mrs. Trishla Rampuria, , Mr. Surendra Kumar Surana, Managing Director, Mr. Ajay Kumar Surana, Director and Mr. Shubh Karan Surana, Director of the Company, being relatives, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No.6:-

The Board of Directors of the Company, appointed Mr. Ramesh Chand Jain as an Additional Director of the Company with effect from May 29th, 2015 pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Ramesh Chand Jain will hold office up to the date of the this Annual General Meeting.

Under the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member along with requisite deposit, proposing the appointment of Mr. Ramesh Chand Jain as a Director of the Company.

Mr. Ramesh Chand Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to

appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Ramesh Chand Jain that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Brief resume of Mr. Ramesh Chand Jain nature of their expertise in specific functional areas and names of companies in which they holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the annexure of Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ramesh Chand Jain be appointed as an Independent Director of the Company from the conclusion of this AGM till the date of next AGM. Copy of the draft letter for appointment of Mr. Ramesh Chand Jain as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company and will be displayed on the website of the Company.

Save and except, Mr. Ramesh Chand Jain being appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ANNEXURE TO THE NOTICE OF 21ST AGM

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on Thursday, September 24th, 2015

Name of Director	Mrs. Trishla Rampuria	Mr. Ramesh Chand Jain	Mr. Shubh Karan Surana
Age	55	69	86
Designation	Non-Independent and Non executive Director	Independent and Non-Executive	Non-Independent and Non- Executive
Expertise in specific functional area	Computer Education and Consultancy	Experience of 30 years in Govt. sector. Worked in State Govt. Administrative Officer and Additional District Magistrate and Advisor of RIICO	Experience in Insurance, Jute and cold storage Business Industries & Marketing
Qualification	Senior Secondary	Master Degree in Chemistry	Commerce Graduate
Directorship in other Companies on 31/03/2015	NIL	1. Skyedge Realtors Pvt. Ltd. 2. Skyedge Build home Pvt. Ltd.	1. Sambhav Infotech Pvt. Ltd 2. Compucom Technologies Pvt. Ltd 3. Compucom (India)Pvt. Ltd. 4. Rishab Infotech Pvt. Ltd. 5. CSL Infomedia Pvt. Ltd.
Member/Chairman of the Committees of the Board of other Companies as on 31 st March, 2015	NIL	NIL	NIL
No. of shares held in the Company as on 31 st March, 2015	150000	NIL	182350
Relationship between Directors inter-se	Non-Independent	Independent	Promoter

Date: August 12, 2015
Place: Jaipur
Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302 022 (Rajasthan)

By order of the Board

(CS Swati Jain)
Company Secretary

To,
MCS Share Transfer Agent Limited
Unit: COMPUCOM SOFTWARE LIMITED
F-65, 1st Floor, Okhla Industrial Area,
Phase-1, New Delhi-110020, India

Updation of Shareholder Information

I/We request you to record the following information against my/our Folio No.:

General Information:

Folio No.: _____
Name of the first named Shareholder _____
PAN*: _____
CIN/Registration No.: _____
(applicable to Corporate Shareholders) _____
Tel No. with STD Code: _____
Mobile No.: _____
Email Id: _____

***Self-attested copy of the document(s) enclosed**

Bank Details:

IFSC (11 digit): _____
MICR (9 digit): _____
Bank A/c Type: _____
Bank A/c No.:* _____
Name of the Bank : _____
Bank Branch Address: _____

***A blank cancelled cheque is enclosed to enable verification of Bank details**

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No./beneficiary account.

Place:

Date:

Signature of sole/ First holder