



25th Annual Report

2018-19



From the desk of CEO & MD

Rays of Hope

Dear Shareholders!

Heartiest Greetings!

With great pleasure I am here to present the Annual Report of your company for the Financial Year 2018-19.

The State of Rajasthan has recently experienced Assembly elections in addition to General elections, which resulted in slight impediments in ICT projects for almost nine-ten months due to the model Code of Conduct. This has stymied our progress in this space a little.

Notwithstanding, our top line has improved by 29.14% & bottom line by 45%. EPS has also risen by 44.28%.

Financial ratios like current ratio & debt/equity ratio have also remained at 5.01 & 0.25 respectively. This shows the great liquidity position of your Company.

Our progress towards venturing into Hotel & Hospitality sector is very good. The construction work of a four star Heritage Hotel would be completed in the next couple of months & the interiors and fittings would be finished in the coming year. We plan to establish leading standards and practices in this project and have a dedicated team of experts working towards it.

We have also made good strides towards securing the IT and IT enabled business from abroad, this effort has also started bringing fruits for your Company and an upsurge in IT and new technology activity is to be expected.

Our Endeavour is to maximize the value creation for all the stakeholders. We will also be venturing into commodity trading and food processing business, in the Financial Year 2019-20. Parts of these will also be synergistic with the foray in hospitality sector as we are working towards creating self sustaining supply chains.

Under the CSR initiative your company has yet again been adorned with Government of Rajasthan's prestigious "BHAMA SHAH AWARD", which is a matter of pride for all of us.

With proud privilege I want to place on record my sincere thanks to the staff & my management team for their dedicated work & performance. Our invaluable investors, bankers, stock exchanges, state and central government administration have always extended their support & encouragement.

With Warm Regards,

Surendra Kumar Surana
Managing Director and CEO

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Surendra Kumar Surana

Managing Director

Mr. Ajay Kumar Surana

Non-Executive Director & Non- Independent Director

Mrs. Trishla Rampuria

Non-Executive Director & Non- Independent Director

Mr. Vaibhav Surana

Non-Executive Director & Non-Independent Director
(Additional Director w.e.f. May 18, 2019)

Dr. Satish Kumar

Non-Executive Director & Independent Director

Dr. Baldev Singh

Non-Executive Director & Independent Director
(Additional Director w.e.f. February 8, 2019)

Mr. Ghisa Lal Chaudhary

Non-Executive Director & Independent Director
(Additional Director w.e.f. February 11, 2019)

Mr. Sanchit Jain

Non-Executive Director & Independent Director
(Additional Director w.e.f. May 18, 2019)

Mr. Rajendra Prasad Udawat

Non-Executive Director & Independent Director
(Retd. on April 01, 2019)

Mr. Shubh Karan Surana

Non-Executive Director & Non-Independent Director
(Retd. on September 18, 2018)

Dr. Anjila Saxena

Non-Executive Director & Independent Director
(Retd. on August 02, 2018)

KEY MANAGERIAL PERSONNEL

CA Sanjeev Nigam

Chief Financial Officer

STATUTORY AUDITOR

M/s Sapra & Co.

Chartered Accountants

6/389, SFS, Mansarovar, Jaipur

(Rajasthan)-302020, India

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited

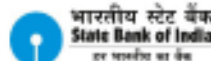
F-65, 1st Floor, Okhla Industrial Area,

Phase-1, New Delhi-110020, India

Phone No: +91-11-41406149, Fax: +91-11-41709881

Email: admin@mcsregistrars.com

PRINCIPAL BANKS



REGISTERED OFFICE

IT: 14-15, EPIP, Sitapura, Jaipur (Rajasthan)-302022

India, Phone: +91-141- 5115908 (10 Lines)

Fax: +91-141-2770335, Email: fin@compucom.co.in

Website: www.compucom.co.in

Corporate Identification Number: -L72200RJ1995PLC009798

BOARD COMMITTEES

Audit Committee

Mr. Ghisa Lal Chaudhary (Chairman)

Mr. Vaibhav Surana

Mr. Sanchit Jain

Nomination & Remuneration Committee

Dr. Baldev Singh (Chairman)

Dr. Satish Kumar

Mrs. Trishla Rampuria

Stakeholders Relationship Committee

Mr. Vaibhav Surana (Chairman)

Mr. Ghisa Lal Chaudhary

Mrs. Trishla Rampuria

Corporate Social Responsibility Committee

Mr. Surendra Kumar Surana (Chairman)

Dr. Baldev Singh

Dr. Satish Kumar

CS Swati Jain

Company Secretary & Compliance Officer

SECRETARIAL AUDITOR

M/s V. M. & Associates

Company Secretaries

403, Royal World, Sansar Chandra Road,

Jaipur (Rajasthan) – 302001, India

NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting ("AGM/ Meeting") of the members of Compucom Software Limited will be held on Thursday, September 05, 2019 at 11.30 A.M. at "KRISHNA AUDITORIUM", Compucom Institute of Technology and Management Compound, SP-5, EPIP, Sitapura, Jaipur-302022 (Rajasthan), India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.
2. To declare a final dividend of Rs. 0.10 per equity share for the year ended March 31, 2019.
3. To appoint a director in place of Mr. Ajay Kumar Surana (DIN: 01365819), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

4. REAPPOINTMENT OF MR. GHISA LAL CHAUDHARY (DIN: 03602194) AS AN INDEPENDENT DIRECTOR:-

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Mr. Ghisa Lal Chaudhary (DIN: 03602194) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company on 11th February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and Articles of Association of the company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company to hold office for 2nd term for a period of 2 years with effect from 11th February, 2019 to 10th February, 2021 and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. APPOINTMENT OF DR. BALDEV SINGH (DIN: 08333652) 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 Section 149, 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Dr. Baldev Singh (DIN: 08333652) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company on 8th February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and Articles of Association of the company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 3 years with effect from 8th February, 2019 to 07th February, 2022 and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. APPOINTMENT OF MR. SANCHIT JAIN (DIN: 08443516) 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 Section 149, 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Mr. Sanchit Jain (DIN: 08443516) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company on 18th

May, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and Articles of Association of the company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of the Listing Regulation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 year with effect from 18th May, 2019 to 17th May, 2020 and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. APPOINTMENT OF MR. VAIBHAV SURANAA (DIN: 05244109) AS A DIRECTOR:-

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Mr. Vaibhav Suranaa (DIN: 05244109) who was appointed by the Board of Directors as an Additional Director (Non Executive Promoter Director) of the Company on 18th May, 2019 pursuant to the provision of section 161(1) of the Companies Act, 2013 and Articles of Association of the company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Promoter Director of the Company and whose office shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. APPOINTMENT OF MR. SURENDRA KUMAR SURANA (DIN: 00340866) AS A CHAIRMAN, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER:-

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association and all other applicable rules, Laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the consent of the members be and is hereby accorded to the appointment of Mr. Surendra Kumar Surana as Chairman, Managing Director and Chief Executive Officer of the Company, for a period of 3 years (Three years) w.e.f. 10th July, 2019 to 9th July, 2022 on the terms and conditions including remuneration, as set out below:-

A: Basic Salary: Upto Rs. 3,00,000/- (Rupees Three Lakhs Only) per month

B: Perquisites: In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V annexed to the Companies Act, 2013 i.e. Upto Rs. 4,00,000/- (Rupees Four Lakhs Only) per month, will be provided to the Chairman & Managing Director.

Category I

- a) **Housing:** Furnished residential accommodation will be provided to the CMD in lieu whereof rent upto 15% of his basic salary will be deducted. Expenses towards water, electricity and servants shall be borne and paid by the Company at actual in respects of which upto 15% of the basic salary of the CMD will be deducted by the Company. If the Company is unable to provide accommodation or the appointee is able to arrange his own accommodation, then the Company will furnish and maintain the premises and also bear the expenses of servants, electricity, water, etc. at actual in respect of which upto 15% of the basic salary of the CMD will be deducted by the company.
- b) **Club Fee:** Fee including admission and life membership fee for a maximum of two clubs.

Category II

In addition to the perquisites, Mr. Surendra Kumar Surana shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law

- a) **Provident Fund:** Company's Contribution to provident fund as per rules of the company.
- b) **Gratuity:** payable in accordance with the rules of the company.
- c) **Superannuation/ annuity Fund:** payable in accordance with any rules framed from time to time by the company in this regard.
- d) **Earned Leave:** on full pay and allowances, as per rules of the company but not exceeding one month's leave for every eleven months of service.

Category III

- a) **Conveyance**
Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.
- b) **Telephone**
Free telephone facility at residence. Personal long-distance calls shall be billed by the Company.
- c) **Reimbursement of Expenses**
Apart from the remuneration as aforesaid, Mr. Surendra Kumar Surana, CMD shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
- d) **Sitting Fee**
No sitting fee shall be paid to Mr. Surendra Kumar Surana, CMD for attending the Meetings of Board of Directors or any committee thereof. He shall be liable to retire by rotation.
- e) Where in any financial year, the company has no profits, or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Surendra Kumar Surana, CMD subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

- a) Mr. Surendra Kumar Surana will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- b) Either party giving the other party three-months prior notice in writing to that effect may terminate the agreement.
- c) If at any time Mr. Surendra Kumar Surana ceases to be Director of the Company for any reason whatsoever, he shall cease to be the CMD.

FURTHER RESOLVED THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Surendra Kumar Surana be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

FURTHER RESOLVED THAT subject to the applicable provisions and subject to the applicable statutory approvals, approval of the Company be and is hereby accorded for ratification and confirmation of all acts, deeds and whatsoever done, signed and executed by Mr. Surendra Kumar Surana for and on behalf of the Company by virtue of his position of the Managing Director of the Company from July 11, 2019 to September 05, 2019, including and not limited to the powers and authorities vested in him by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: July 27, 2019
Place: Jaipur
Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302 022 (Rajasthan)

By order of the Board of Directors
For Compucom Software Limited

Sd/-
(CS Swati Jain)
Company Secretary
M. No.: FCS 8728

NOTES:

1. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and to vote on a poll instead of such member and the proxy need not be a member of the company.**
Pursuant to provisions of section 105 of companies act, 2013 read with applicable rules, 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.
2. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business as set out above under item no. 4 to 8 to be transacted at the Meeting is annexed hereto. The relevant details as required, Under Regulation 26(4) and 36(3) of Securities Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment or re-appointment at this Annual General Meeting are also annexed.

3. The instrument appointing the proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the AGM. (a copy of the proxy form is annexed to this Annual Report 2018-19).
4. Corporate Members intending to send their authorized representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hrs. before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
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. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of payment of dividend for the Financial Year 2018-19 and AGM from Friday, 30th August, 2019 to Thursday, 05th September, 2019 (Both Days inclusive).
8. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as at the end of 29th August, 2019.
9. Members / Proxy(ies) are requested to bring their copy of the Annual Report at the meeting and to produce at the entrance, the attendance slip, duly completed and signed, for admission to the meeting hall. Members who holds shares in demat form are requested to write their Client ID and DP ID and those who holds shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding and The Register of Contracts or arrangements in which the directors are interested maintained under section 170 and under section 189 of the Companies Act, 2013 respectively, will be available for inspection by the members at the AGM.
11. Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent ("RTA") 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(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving Dividends.
12. Securities and Exchange Board of India has mandate the submission of the Permanent account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
13. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
14. As per Regulation 40 of Securities and Exchange Board of India Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agent Limited for assistance in this regard.
15. 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 RTA, M/s MCS Share Transfer Agent Ltd., Delhi for consolidation into single folio.
16. Members may now avail the facility of nomination as permitted under Section 72 of the Companies Act, 2013, in respect of physical shares held by them in the Company, by nominating in the prescribed Form SH-13, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the RTA for the prescribed form. Members holding shares in demat form may contact their respective depository participants for such nominations.
17. Members desirous of getting any information about the accounts and/or operations 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.
18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within

the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to corporate governance report which is a part of this Annual Report and FAQ of investor page on Company's website www.compucom.co.in.

19. The details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are timely uploaded on the Company's website at www.compucom.co.in
20. The copies of relevant documents i.e. register and returns can be inspected by the members 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 Fifth Annual General Meeting.
21. **“GO GREEN” Initiative:** In support of the “Green Initiative” announced by the Government of India as well as Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, RTA of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s). Members, whose email addresses are registered may also entitled to receive such communication in physical form, upon making a request for the same.
22. The Members vide resolution dated September 27, 2017 had appointed M/s Sapra & Co., chartered accountants (Firm Registration No: 003208C), as Statutory Auditors of the Company to hold office till the conclusion of the 28th Annual General Meeting of the Company to be held in the Calendar Year 2022, subject to ratification of such appointment by Members at every AGM. The requirement of ratification by Members at every AGM is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, the Board has not recommended ratification for the appointment of Statutory Auditors, However the Board has noted the confirmation received from M/s Sapra & Co., Chartered Accountants, to the effect that their appointment is in compliance of Sections 139 and 141 of the Act and rules made thereunder.
23. Shareholders may also visit Company's website: www.compucom.co.in and the website of CDSL Depository at www.evotingindia.com. as the annual report and the notice of AGM is available at the above-mentioned websites. For any query Shareholder may contact us at e-mail: investor@compucom.co.in.
24. The route map showing the direction to reach the venue of AGM is attached at the end of the Report.
25. **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 (as amended) and Regulation 44 of Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically from a place other than the venue of the AGM (“remote e-voting”), 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. A resolution passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
26. The e-voting period commences on 1st September, 2019 (9:00 A.M. IST) and ends on 4th September, 2019 (5:00 P.M. IST). During this period, members holding share either in physical or dematerialized form, as on the cut-off date, i.e. 29th August, 2019 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their shares of the paid up equity share capital of the company as on the cut-off date, i.e. 29th August, 2019.
27. The facility for voting through Ballot/ Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting, can exercise their right at the meeting through Ballot/ Poll Paper.
28. Shareholders who have already voted by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
29. 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, 29th August, 2019 (cut-off date).
30. CS Manoj Maheshwari, FCS 3355, Practicing 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.
31. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared within 48 hours of the AGM. 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 www.evotingindia.com immediately after the result is declared by the

Chairman within 48 hours of passing of the resolutions at the Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges.

Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. 29th August, 2019 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 1st September, 2019 (9.00 A.M.) and ends on Wednesday, 04th September, 2019 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 29th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Compucom Software Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.