

COMPUCOM

SOFTWARE LIMITED

*We make **IT** happen*

26th Annual Report
2019-20



From the desk of CEO & MD

Dear **Shareholder**,

Heartiest Greetings!!

Salute to the mission of better education for all and to the idea of self-reliant India!

With great privilege, I am here to present the Annual report of your company for the financial year 2019-20. This year, our top line & bottom line have seen a drop because of an array of reasons like central government and state government policy decisions, transition and closing period of some ICT education and IT projects, and so on. Furthermore, since the crucial month of March 2020, the country and hence business at large, has had to face lockdown due to the global COVID-19 pandemic. The economic fallout of this, has dealt a significant dent on the lives & livelihoods of fellow countrymen. You would be reassured to know that apart from the past FY, even during these restrictive times, your company has maintained its humane approach of doing business and has, like always, exercised high degree of financial prudence. The company has also learnt valuable lessons in the most modern methods of coordination and planning, which will continue to make the organization more efficient, going forward.

Elaborating a little more on the financial prudence part, your company has not availed the banking relief facility of moratorium and continues to maintain relatively very low levels of debt. The financial health of your company has remained very satisfactory, which can be judged from the various financial ratios like Debt Equity Ratio & Debt Service Coverage Ratio

The IT and ITes industry would take at least the first 3 quarters of FY 2020-21 to start recovering from the string of order deferrals and reductions. But these, being essential for the digital revolution efforts both nationally and internationally, will see a rebound quite soon. We have been continuing to serve existing IT clients abroad and at state government levels.

Your company also looks forward to playing an active role in the renewed push by Government of India, for IT education in schools and colleges. The company has of course been successfully completing and handing over labs and facilities from continuing past ICT Education projects in Government schools. It is actively engaged with stakeholders at all levels and shall continue to bid for upcoming suitable tenders that best suit its capacity and the interests of our shareholders. Starting this current FY, the company is also venturing into a related field of vocational skilling and training and shall undertake such project under the various central and state government schemes for skilling.

Our progress towards venturing into Hotel & Hospitality sector is very good. The construction work of a four-star Heritage Hotel has been completed. Our team is working closely with world class brands and professionals look to carry out the finishing work of the same. Although the project was to be completed by the end of 2020, but there may be a few months deferment on the completion date, due to the lockdown and due to ongoing reworking of development plans according to new sentiments and challenges of the hospitality sector. Our efforts in establishing the infrastructure for cold chaining and commodity storage/trading segments are also expected to pick up by the last quarter of the ongoing FY, given smooth processing of applications for government schemes and subsidies.

Dear shareholder, you would also be glad to know that your company has tripled the rate of dividend in comparison to previous year, as we would like our investors like yourself, to be rewarded for their continued faith in the company.

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

We look forward for continuing support & encouragement from all our stakeholders, bankers & government administration. I would like to place on record, my sincerest gratitude for our respected shareholders, directors, stock exchanges, the entire management team and staff members for their wholehearted cooperation.

Wishing good health and happiness to all.

Surendra Kumar Surana
(Managing Director and CEO)



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Surendra Kumar Surana

Chairman, Managing Director and CEO

Mr. Ajay Kumar Surana

Non-Executive Director

Mrs. Trishla Rampuria

Non-Executive Director

Mr. Vaibhav Suranaa

Non-Executive Director

Dr. Satish Kumar

Independent Director

Dr. Baldev Singh

Independent Director

Mr. Ghisa Lal Chaudhary

Independent Director

Mr. Sanchit Jain

Independent Director
(Retd. on May 17, 2020)

Mr. Staya Narayan Gupta

Independent Director
(Additional Director w.e.f. May 27, 2020)

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- 2770131
Fax: +91-141-2770335
Email: fin@compucom.co.in
Website: www.compucom.co.in
Corporate Identification Number: L72200RJ1995PLC009798

SUBSIDIARY COMPANY

CSL Infomedia Private Limited

BOARD COMMITTEES

Audit Committee

Mr. Ghisa Lal Chaudhary (Chairman)
Mr. Vaibhav Suranaa
Dr. Satish Kumar (Appointed as Member w.e.f. October 08, 2019)
Mr. Sanchit Jain (Retired as Member w.e.f. May 17, 2020)

Nomination & Remuneration Committee

Dr. Baldev Singh (Chairman)
Dr. Satish Kumar
Mrs. Trishla Rampuria

Stakeholder Relationship Committee

Mr. Ghisa Lal Chaudhary (Chairman) (Appointed as Chairman w.e.f. May 28, 2020)
Mr. Vaibhav Suranaa (Appointed as Member w.e.f. May 28, 2020)
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 SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting ("AGM/ Meeting") of the members of Compucom Software Limited will be held on Wednesday, September 23, 2020 at 11.30 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To adopt the:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2020 together with the reports of Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2020 together with the report of Auditors thereon.
2. To declare a final dividend of 15% i.e. Rs. 0.30 per equity share for the financial year ended on March 31, 2020.
3. To appoint a Director in place of Mrs. Trishla Rampuria (DIN: 07224903), who retires by rotation and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. STAYA NARAYAN GUPTA (DIN: 07781599) 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 (Act) 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 the time being in force), Mr. Staya Narayan Gupta (DIN: 07781599) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company on 27th May, 2020 pursuant to the provision of section 161(1) of the Act, 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 Act, 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 Act, 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 2 years with effect from 27th May, 2020 to 26th May, 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."

5. APPOINTMENT OF MR. VAIBHAV SURANAA (DIN: 05244109) AS A WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR: -

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 Act, read with the rules made there under and Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) 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. Vaibhav Suranaa as a Whole Time Director designated as Executive Director of the Company, for a period of 3 (Three) years w.e.f. 1st August, 2020 to 31st July, 2023 on the terms and conditions including remuneration, as set out below:-

A: Basic Salary: Up to Rs. 2,00,000/- (Rupees Two 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 Act, i.e. up to Rs. 3,00,000/- (Rupees Three Lakhs Only) per month, will be provided to the WTD.

Category I

- a) **Housing:** Furnished residential accommodation will be provided to the WTD in lieu whereof rent up to 10% 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 up to 10% of the basic salary of the WTD 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 up to 10% of the basic salary of the WTD 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. Vaibhav Suranaa 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. Vaibhav Suranaa, WTD 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. Vaibhav Suranaa, WTD for attending the meetings of Board of Directors or any Committee thereof.
- 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. Vaibhav Suranaa, WTD subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

- a) Mr. Vaibhav Suranaa will perform the duties and exercise the powers, which from time to time may be assigned or vested to 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. Vaibhav Suranaa ceases to be Director of the Company for any reason whatsoever, he shall cease to be the WTD.
- d) He shall be liable to retire by rotation.

FURTHER RESOLVED THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Act, 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. Vaibhav Suranaa 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. Vaibhav Suranaa for and on behalf of the Company by virtue of his position of the Whole Time Director of the Company from August 1, 2020 to September 23, 2020, 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."

6. APPROVAL OF VOLUNTARY DELISTING OF EQUITY SHARES FROM CALCUTTA STOCK EXCHANGE LIMITED (CSE) ONLY: -

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

"RESOLVED THAT pursuant to the applicable provisions of the Act, read with the rules notified thereunder and Regulation 6 and 7 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and Securities Contract (Regulation) Act, 1956, and Listing Regulations 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, permissions and sanctions and on the recommendation of the Board of Directors of the company, the consent of the members be and is hereby accorded for Voluntary Delisting of shares from the Calcutta Stock Exchange Limited (CSE) and continue its listing only with BSE limited (BSE) and National Stock Exchange of India Ltd (NSE).

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take all the effective steps for voluntary delisting of shares from the Calcutta Stock Exchange Limited and to accept any terms

and conditions as may be imposed by the Calcutta Stock Exchange Limited, SEBI or any regulating authorities and to settle all the questions or matters arising out of and incidental to the proposed voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited and to execute Indemnity Bond/undertaking or any other writings, which they may in their absolute discretion consider necessary, proper or expedient to give effect to this resolution.”

Date: July 22, 2020

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. In view of the situation arising due to Covid-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular number 20/2020 dated May 5, 2020 read with circulars number 17/2020 dated April 8, 2020 and 14/2020 dated April 13, 2020 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI)(hereinafter collectively referred to as “the Circulars”),permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM),without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of the Act) a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. The attendance of the members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under section 103 of the Act.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to investor@compucom.co.in with a copy marked to evoting@cdslindia.com.
5. The Explanatory Statement pursuant to section 102(1) of the Act, in respect of the special business i.e. item no. 4 to 6 to be transacted at the Meeting is annexed hereto. The relevant details as required, under Regulation 26(4) and 36(3) Listing Regulations 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 AGM are also annexed.
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 2019-20 and AGM from Thursday, September 17, 2020 to Wednesday, September 23, 2020 (Both Days inclusive).
8. The Dividend as recommended by the Board, if declared at the Meeting, will be made payable, after deduction of applicable tax (TDS), within 30 days of the date of declaration i.e. 23rd September, 2020 to those Members, subject to deduction of tax: -
 - (a) Whose names appear as Members in the Register of Members of the Company after giving effect to valid Share Transfers in physical form lodged with the Company/Registrar and Share Transfer Agent (RTA) on or before 16th September, 2020 and
 - (b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on 16th September, 2020 to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.

Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with RTA (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2020-21 does not exceed Rs. 5000/-. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

In case the Company is unable to pay dividend to any Member directly in their Bank account through Electronic Clearing Services or any other means due to non-registration of Electronic Bank Mandate, the Company shall dispatch the dividend warrants to such member at the earliest once the normalcy is restored.

9. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or arrangements in which the directors are interested maintained under section 170 and under section 189 of the Act respectively, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the

- date of circulation of this Notice up to the date of AGM, i.e. September 23, 2020. Members seeking to inspect such documents can send an email to investor@compucom.co.in
10. Members holding shares in physical form may write to the Company's 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. We urge the members to utilize the Electronic Clearing System (ECS) for receiving Dividends.
 11. 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 RTA.
 12. 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.
 13. As per Regulation 40 of 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 RTA, MCS Share Transfer Agent Limited for assistance in this regard.
 14. 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, MCS Share Transfer Agent Limited, Delhi for consolidation into single folio.
 15. Members may now avail the facility of nomination as permitted under Section 72 of the Act, 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.
 16. 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.
 17. 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.
 18. 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
 19. **"GO GREEN" Initiative:** In support of the "Green Initiative" announced by the Government of India as well as Regulation 36 of Listing Regulations and applicable provisions of the Act, the Company hereby request to the 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).
 20. 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 Annual General Meeting. The requirement of ratification by Members at every Annual General Meeting 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.
 21. In compliance with the aforesaid Circulars, notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.compucom.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd and Calcutta Stock Exchange Limited at www.bseindia.com and www.nseindia.com and www.cse-india.com respectively, and on the website of CDSL www.evotingindia.com. For any query Shareholder may contact us at e-mail: investor@compucom.co.in.
 22. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this notice.
 23. **Voting through electronic means: -**

In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

24. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available up to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
25. The e-voting period commences on Saturday, September 19, 2020 (9:00 A.M. IST) and ends on Tuesday, September 22, 2020 (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. Wednesday, September 16, 2020 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. September 16, 2020.
26. Those shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
27. Shareholders who have already voted by remote e-voting prior to the meeting may also attend the meeting through VC/OAVM but shall not be entitled to cast their vote again.
28. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary and partner of M/s V. M. & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.
29. 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. September 16, 2020 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 for remote e-voting are as under:

- i. The voting period begins on Saturday, September 19, 2020 (9:00 A.M. IST) and ends on Tuesday, September 22, 2020 (5:00 P.M. IST). 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. Wednesday, September 16, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the meeting.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders" module.
- 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 Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders 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 also to be 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 Shareholders 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b) For Demat shareholders - please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- c) The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

Instructions for Shareholders attending the AGM through VC/OAVM are as under:

- a) Shareholder will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e) Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior i.e. up to September 19, 2020 (5:00 p.m. IST) the meeting mentioning their name, demat account number /folio number, PAN, email id, mobile number at investor@compucom.co.in. The shareholders who do not wish to speak during the Annual General Meeting but have queries may send their queries in advance up to September 19, 2020 (5:00 p.m. IST) i.e. 3 days prior to the meeting mentioning their name, demat account number /folio number, PAN, email id, mobile number at investor@compucom.co.in. The queries will be replied to by the Company suitably by email.

Instructions for shareholders for e-voting during the Annual General Meeting are as under: -

- a) The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for Remote E-voting.
 - b) Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.
 - c) If any votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - d) Shareholders who have voted through Remote e-voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.
- xx. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.