



COMPUCOM

SOFTWARE LIMITED

We make IT happen

**28th ANNUAL
REPORT
2021-22**



From the desk of CMD & CEO

Dear Stakeholder,

The last few years have been a period of intense pressure on almost all industries, due to the global pandemic, geopolitical re-alignments, supply chain disruptions and many other social upheavals. It goes to the credit of the strong will of our nation and its citizens that we have come out triumphant against these adversities. I have strong faith that with the resolute strength of our people we are standing at the doorstep of great opportunity and growth.

It is noteworthy to mention here that with your persistent support, even in the face of widespread changes, the global financial crisis and pandemic, your company has shown remarkable resilience and coming out stronger than ever.

With great privilege, I am here to present the Annual Report of your company for the financial year 2021-22. During this Financial Year the top line & bottom line of your company has witnessed a positive movement, even though small, as the country's economy is getting back on track after the impact of COVID-19 pandemic. During the FY 2021-22 your company has recorded Rs. 4864.01 lakhs Total Income which

translates to 108.38% increase vis-à-vis FY 2020-21 and a Profit After Tax of Rs. 1287.11 lakhs which translates to 404.14% increase vis-à-vis FY 2020-21.

Under the ICT Education segment, due to various projects being implemented by the company we have seen a steady flow of income which has sustained the company financials even after facing strong headwinds during the pandemic years. During the FY 2021-22 we have implemented ICT project for 525 Government Schools of Rajasthan. Keeping in view the strong focus of Central Government and State Government on the ICT segment, we intend to get more ICT projects during the upcoming FY 2022-23.

As you know that your company is also engaged in the Skill Training Projects under various Government Flagship schemes like Pradhan Mantri Kaushal Vikas Yojana (PMKVY), Deen Dayal Upadhyaya Grameen Kaushal Yojana (DDU-GKY) and various State Government Schemes under Rajasthan Skill and Livelihoods Development Corporation (RSLDC), we are striving to broaden its base during the upcoming times and intend to strengthen the hands of the Central and State Government to achieve the envisaged goals under these Public Private Partnership (PPP) projects.

Our material subsidiary CSL Infomedia Private Limited is also performing well in its sphere and its news channel JAN-TV is amongst the leading news broadcaster of Rajasthan. This news channel is available free of cost to public in general on Tata Sky (1185), Airtel DTH (355), JIO TV and various other platforms like MXPLAYER, YouTube etc.

Like the previous FY, this year also your company has not resorted to any new major loan from any financial institutions and has continued 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 Current Ratio, Debt Equity Ratio & Debt Service Coverage Ratio

During this FY, the IT and ITes industry has started to recover albeit slowly. 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.

Our progress towards venturing into Hotel & Hospitality sector is good, albeit affected by the pandemic. The finishing work of our Heritage Hotel is under progress, and we assure you that we will try our best to complete the project within this Financial Year. But full scale operationalization of the property will be rolled out gradually as and when global apprehensions of a new possible global financial crisis are allayed. Our team is working closely with world class brands and professionals of the concerned field to carry out the finishing work of the same. The project of cold chaining and commodity storage/trading segments have also got delayed due to pandemic; however, we will put in all our best efforts to start the project implementation during the coming FY 2022-23.

Dear Shareholder, you would also be glad to know that your company has declared dividend which compares well to the previous years, as we would like our investors to be rewarded for their continued faith in the company and be part of our growth.

We look forward to receiving constant faith and support & to encouragement at various levels from all our stakeholders, bankers & government administration. I would like to place on record, my sincerest gratitude for our respected Shareholders, Directors, Stock Exchanges, and the entire Management Team & Staff members for their wholehearted cooperation.

Wishing you all good health and happiness.

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

DIN: 00340866

Mr. Vaibhav Suranaa

Executive Director

DIN: 05244109

Mrs. Trishla Rampuria

Non-Executive Director

DIN: 07224903

Mr. Staya Narayan Gupta

Independent Director

DIN: 07781599

Mr. Amitabh Kaushik

Independent Director

DIN: 09033384

Mr. Satya Narayan Vijayvergiya

Independent Director

DIN: 03185976

REGISTERED OFFICE

IT: 14-15, EPIP, Sitapura, Jaipur

(Rajasthan)- 302022, India

Phone: +91-141-2770131

Fax: +91-141-2770335

Email: fin@compucom.co.inWebsite: www.compucom.co.in

Corporate Identification

Number: L72200RJ1995PLC009798

BOARD COMMITTEES

Audit Committee

Mr. Satya Narayan Vijayvergiya (Chairman)

Mr. Vaibhav Suranaa (Member)

Mr. Amitabh Kaushik (Member)

Nomination & Remuneration Committee

Mr. Amitabh Kaushik (Chairman)

Mr. Satya Narayan Vijayvergiya (Member)

Mrs. Trishla Rampuria (Member)

Stakeholder Relationship Committee

Mr. Staya Narayan Gupta (Chairman)

Mr. Vaibhav Suranaa (Member)

Mrs. Trishla Rampuria (Member)

KEY MANAGERIAL PERSONNEL

CA Sanjeev Nigam

Chief Financial Officer

CS Swati Jain

Company Secretary & Compliance Officer

STATUTORY AUDITOR

M/s Sapra & Co.

Chartered Accountants

6/389, SFS, Mansarovar, Jaipur

(Rajasthan)-302020, India

SECRETARIAL AUDITOR

M/s V. M. & Associates

Company Secretaries

403, Royal World, Sansar Chandra Road,

Jaipur (Rajasthan) – 302001, 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 BANKERS

State Bank of India

Axis Bank Limited

SUBSIDIARY COMPANY

CSL Infomedia Private Limited

NOTICE OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Eighth Annual General Meeting ("AGM/ Meeting") of the members of Compucore Software Limited will be held on Wednesday, August 24, 2022 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, 2022 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, 2022 together with the report of Auditors thereon.
2. To declare a final dividend of 20% i.e. Rs. 0.40 per equity share for the financial year ended on March 31, 2022.
3. To appoint a Director in place of Mr. Vaibhav Suranaa (DIN: 05244109), who retires by rotation and being eligible, offers himself for re-appointment.
4. To Appoint 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 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors of the company, consent of members be and is hereby accorded to appoint " M/s S.Misra & Associates," Chartered Accountants (FRN: 004972C) Jaipur as Statutory Auditors of the Company, to hold office for a period of five consecutive years commencing from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company to be held in calendar year 2027, on the terms, conditions and stipulations, including remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER 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."

SPECIAL BUSINESS:

5. **APPOINTMENT OF MR. STAYA NARAYAN GUPTA (DIN: 07781599) 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, 150, 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 May 27, 2022 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 May 27, 2022 to May 26, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER 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. AJAY KUMAR SURANA (DIN: 01365819) 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 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), consent of the members of the company be and is hereby accorded to appoint Mr. Ajay Kumar Surana (DIN: 01365819) as a Non-Executive and Non-Independent Director of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER 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 DR. BALDEV SINGH (DIN:08333652) 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, 150, 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), Dr. Baldev Singh (DIN:08333652) 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 3 years with effect from August 24, 2022 to August 23, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER 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. RE-APPOINTMENT OF MR. AMITABH KAUSHIK (DIN:09033384) 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, 150, 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. Amitabh Kaushik(DIN: 09033384) who was appointed as an Independent Director in the 27th Annual General Meeting of the Company held on September 15, 2021 and who holds office of Independent Director up to January 28, 2023 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 be and is hereby re-appointed as an Independent Director of the Company, not be liable to retire by rotation to hold office for a second term of 3 years with effect from January 29, 2023 to January 28, 2026, on the Board of the Company.

RESOLVED FURTHER 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.”

9. RE-APPOINTMENT OF MR. SATYA NARAYAN VIJAYVERGIYA (DIN:03185976) 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 (“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. Satya Narayan Vijayvergiya (DIN:03185976) who was appointed as an Independent Director in the 27th Annual General Meeting of the Company held on September 15, 2021 and who holds office of Independent Director up to June 14, 2023 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 be and is hereby re-appointed as an Independent Director of the Company for a second term of 3 years with effect from June 15, 2023 to June 14, 2026 on the Board of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER 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.”

10. RE-APPOINTMENT OF MR. SURENDRA KUMAR SURANA (DIN: 00340866) AS A CHAIRMAN, MANAGING DIRECTOR (CMD) 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 thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, consent of

the members of the company be and is hereby accorded for the re-appointment of Mr. Surendra Kumar Surana as Chairman, Managing Director (CMD) and Chief Executive Officer of the Company for a further period of 3 years (Three years) w.e.f. July 10, 2022 to July 09, 2025 on the terms and conditions including remuneration, as set out below with liberty to the Board of Directors to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified in this resolution under Schedule V of the Act and / or any statutory modification(s) or re-enactment(s) thereof:-

A: Basic Salary: Upto Rs. 5,00,000/-per month (Rupees Five Lakhs Only)

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. 2,00,000/- per month (Rs. Two Lacs Only), will be provided to the CMD

Category I

Housing: Furnished residential accommodation will be provided to the CMD in lieu whereof rent @7.5% 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 7.5% of the basic salary of the CMD shall 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 15% of the basic salary of the CMD shall be deducted by the company.

a) 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) Medical

Medical Expenses of him along with his spouse and their close relatives as per Section 2(77) of the Companies Act 2013 shall be reimburse by the company.

c) Telephone

Free telephone facility at residence. Personal long-distance calls shall be billed by the Company.

d) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Mr. Surendra Kumar Surana 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.

e) Sitting Fee

No sitting fee shall be paid to Mr. Surendra Kumar Surana for attending the Meetings of Board of Directors or any committee thereof. 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.

d) He shall be liable to retire by rotation.

RESOLVED FURTHER 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, things and take all such steps as may be necessary, proper, expedient to give effect to this resolution”

11. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE CSL INFOMEDIA PRIVATE LIMITED: -

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 “Listing Regulations”, the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with The CSL Infomedia Private Limited, a material subsidiary company of Compucom Software Limited and accordingly a related party of Compucom Software Limited under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and CSL Infomedia Private Limited, for an aggregate value of up to Twenty Crore(20 Crore) to be entered during FY 2022-23 and onwards within the threshold to be approved by the shareholders subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

12. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE COMPUCOM TECHNOLOGIES PRIVATE LIMITED: -

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 “Listing Regulations”, the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with The Compucom Technologies Private Limited, a group company of Compucom Software Limited and accordingly a related party of Compucom Software Limited under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Compucom Technologies Private Limited, for an aggregate value of up to Ten Crore (10 Crore) to be entered during FY 2022-23 and onwards within the threshold to be approved by the shareholders, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

13. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE COMPUCOM (INDIA) PRIVATE LIMITED: -

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 “Listing Regulations”, the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any

Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with The Compucom (India) Private Limited, a group company of Compucom Software Limited and accordingly a related party of Compucom Software Limited under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Compucom (India) Private Limited, for an aggregate value of up to Ten Crore(10 Crore) to be entered during FY 2022-23 and onwards within the threshold to be approved by the shareholders, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

14. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE SAMBHAV INFOTECH PRIVATE LIMITED: -

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations", the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with The Sambhav Infotech Private Limited, a group company of Compucom Software Limited and accordingly a related party of Compucom Software Limited under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Sambhav Infotech Private Limited, for an aggregate value of up to Ten Crore(10 Crore) to be entered during FY 2022-23 and onwards within the threshold to be approved by the shareholders, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

15. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH THE RISHAB INFOTECH PRIVATE LIMITED: -

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations", the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with The Rishab Infotech Private Limited, a group company of Compucom Software Limited and accordingly a related party of Compucom Software Limited under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Rishab Infotech Private Limited, for an aggregate value of up to Ten Crore(10 Crore) to be entered during FY 2022-23 and onwards within the threshold to be approved by the shareholders, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

Date: July 23, 2022

Place: Jaipur

By order of the Board of Directors
For **Compucom Software Limited**

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

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

NOTES:

1. In view of the continuing Covid-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular number 02/2022 dated May 05, 2022 read with circular number 20/2020 dated May 05, 2020, circulars number 02/2021 dated January 13, 2021, circular number 19/2021 dated December 08, 2021 and circular number 21/2021 dated December 14, 2021 and SEBI Circular SEBI /HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI /HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (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 Companies Act, 2013 (“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 mail too:with a copy marked to evoting@cdslindia.com.
5. The Explanatory Statement pursuant to Regulation 36(5) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) relating to disclosure of the Statutory Auditor proposed to be appointed (Item No:-4), is also annexed hereto.
6. The Explanatory Statement pursuant to section 102(1) of the Act, in respect of the special business i.e. Item No. 5 to 15 to be transacted at the Meeting is annexed hereto. Further, the relevant details as required, under Regulation 36(3) of the 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.
7. 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.
8. 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 2021-22 from Thursday, August 18, 2022 to Wednesday August 24, 2022 (Both Days inclusive).
9. 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. August 24, 2022 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 August 17, 2022 and
 - (b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on August 17, 2022 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. April 01, 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