

29th ANNUAL REPORT

2022-23

COMPUCOM
SOFTWARE LIMITED
We make IT happen





From the desk of CMD & CEO

Dear Shareholders,

I hope this letter finds you in good health and high spirits. As we conclude another remarkable financial year, I am honoured to address you and share our achievements, challenges, and vision for the future. The financial year 2022-23 has been a period of significant growth and transformation for Compucom Software Limited, and I am excited to provide you with an overview of our journey.

Financial Performance:

I am pleased to report that our company has delivered a strong financial performance during the fiscal year 2022-23. Despite the unprecedented challenges posed by global economic uncertainties, we have managed to achieve higher growth by 10.29% in terms of total revenue and net profit during the financial year 2022-23 has been 8.50%. This is a testament to the resilience of our business model and the dedication of our talented workforce.

Market Dynamics and Strategic Initiatives:

The Software and Education industry continues to evolve rapidly, and we have proactively adapted to these changes. Our strategic initiatives have focused on innovation, customer-centricity, and operational excellence. 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 Financial Year 2022-23 we have been successfully running various ICT Projects awarded to us by the Government of Rajasthan and have also started operation and implementation of new ICT Project in 398 Government Schools worth Rs. 58.00 Crores. 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 2023-24.

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 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 Fibre (1384) and various other OTT platforms like JIO TV, YouTube etc.

Our progress in Hotel & Hospitality sector is good and progress is ongoing. 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. Work on the project of cold chaining and commodity storage/trading segments have also started during the FY 2022-23.

Investing in Our People:

Our employees are the backbone of our success, and nurturing their growth remains a top priority. In the past year, we have invested in training programs, leadership development, and employee well-being initiatives. This has not only improved our internal capabilities but has also fostered a culture of collaboration and innovation.

Sustainability and Corporate Responsibility:

Compucom Software Limited remains committed to sustainable business practices and corporate responsibility. We understand the importance of our role in minimizing our environmental impact and contributing positively to the communities we operate in. Throughout the year, we have taken steps to reduce our carbon footprint, promote diversity and inclusion, and engage in philanthropic activities.

Outlook for the Future:

Looking ahead, we are optimistic about the opportunities that lie before us. The digital transformation journey of industries across the globe is creating new avenues for growth, and we are well-positioned to capitalize on these trends. Our focus will remain on innovation, agility, and customer satisfaction as we navigate the ever-changing landscape of the tech sector. New growth is expected from our hospitality and food industry initiatives.

Appreciation:

I would like to express my sincere gratitude to our shareholders for your unwavering support and trust. It is your confidence in our vision that propels us forward. I would also like to extend my appreciation to our dedicated employees, clients, and partners who have been integral to our success.

In conclusion, the fiscal year 2022-23 has been a chapter of accomplishment and growth for Compucom Software Limited. We are excited to continue this journey with determination and enthusiasm, and I look forward to sharing more successes with you in the years to come.

Thank you for being a part of our story.

Warm regards,

Surendra (Sam) K Surana
Chairman, Managing Director & CEO
Compucom Software Limited

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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 Woman Director

DIN: 07224903

Mr. Ajay Kumar Surana

Non-Executive Director

DIN: 01365819

Dr. Baldev Singh

Independent Director

DIN: 08333652

Mr. Satya Narayan Gupta

Independent Director

DIN: 07781599

Mr. Amitabh Kaushik

Independent Director

DIN: 09033384

Mr. Satya Narayan Vijayvergiya

Independent Director

DIN: 03185976

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

REGISTERED OFFICE

IT: 14-15, EPIP, Sitapura, Jaipur

(Rajasthan)- 302022, India

Phone: 0141-2770131

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

Corporate Identification

Number: L72200RJ1995PLC009798

BOARD COMMITTEES

Audit Committee

Dr. Baldev Singh (Chairman)

Mr. Vaibhav Suranaa (Member)

Mr. Amitabh Kaushik (Member)

Nomination & Remuneration Committee

Mr. Satya Narayan Vijayvergiya (Chairman)

Mr. Satya Narayan Gupta (Member)

Mrs. Trishla Rampuria (Member)

Stakeholder Relationship Committee

Mr. Amitabh Kaushik (Chairman)

Mr. Vaibhav Suranaa (Member)

Mrs. Trishla Rampuria (Member)

Borrowing committee

Mr. Surendra Kumar Surana (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 S. Misra & Associates

Chartered Accountants

3-C, III Floor, Tilak Bhawan, Tilak Marg,

C-Scheme, Jaipur (Rajasthan)- 302005, India

SECRETARIAL AUDITOR

M/s V. M. & Associates

Company Secretaries

403, Royal World, Sansar Chandra Road,

Jaipur (Rajasthan) – 302001, India

PRINCIPAL BANKERS

State Bank of India

Axis Bank Limited

IndusInd Bank Limited

SUBSIDIARY COMPANY

CSL Infomedia Private Limited

NOTICE OF THE TWENTY-NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Ninth Annual General Meeting ("AGM/ Meeting") of the members of Compucom Software Limited will be held on Wednesday, September 20, 2023, at 04:00 P.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, 2023, 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, 2023, together with the report of Auditors thereon.
1. To declare a final dividend of 20% i.e. Rs. 0.40 per equity share for the financial year ended on March 31, 2023.
2. To appoint a director in place of Mrs. Trishla Rampuria (DIN: 07224903), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. TO CONSIDER AND DETERMINE THE FEES FOR DELIVERY OF ANY DOCUMENT THROUGH A PARTICULAR MODE OF DELIVERY TO A MEMBER

In this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, consent of the members be and is hereby accorded that upon receipt of a request from a member for delivery of any document through a particular mode, an amount of Rs.50/- (Rupees Fifty only) per document, over and above reimbursement of actual expenses incurred by the Company, be levied by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company before dispatch of such document.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid, including the variation in fees for delivery of documents".

5. TO AUTHORIZE THE BOARD OF DIRECTORS FOR CREATION OF CHARGE ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 TO SECURE BORROWINGS MADE/TO BE MADE UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Articles of Association of the Company 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 while granting such approvals, permissions and sanctions (if any), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to the creation of mortgage and/or charge (s) and/or hypothecate any of movable and / or immovable properties of the Company including receivables in the form of book debts, wherever situated both present and future or on whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, on the whole or substantially the whole of any such undertaking(s), on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, to or in favor of any bank(s) or body(ies) corporate or person(s), together with interest, cost, charges and expenses thereon for an amount not exceeding Rs. 300 Crores only (Rupees Three Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank exclusive/ prior/ pari-passu/ subsequent with/to the hypothecation/ mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

6. TO AUTHORIZE THE BOARD OF DIRECTORS UNDER SECTION 186 OF THE COMPANIES, ACT, 2013 UPTO AN AGGREGATE OF Rs. 300 CRORES ONLY (RS. THREE HUNDRED CRORES ONLY):

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company 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 while granting such approvals, permissions and sanctions (if any), the consent of the shareholders of the Company 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, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, on such terms and conditions and with or without security as the Board of Directors may in their absolute discretion think fit from time to time notwithstanding the fact that the aggregate of the loans, guarantee, security and investment so far given/provided/made by the Company along with the loans, guarantee, security and investment to be given/provided/made, exceed the aggregate permissible limit i.e. 60% of the paid-up share capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sum of money shall not at any time exceed the aggregate limit of Rs. 300 Crores only (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT the aforementioned loan(s) shall not be given at a rate of interest lower than the prevailing yield of one year, three-years, five years or ten-years Government Security closest to the tenor of the loan.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments/loans/ guarantees/securities made or given or provided by the Company (as the case may be).”

7. TO AUTHORIZE THE BOARD OF DIRECTORS TO ADVANCE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY TO ALL SUCH PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF Rs. 300 CRORES ONLY (RS. THREE HUNDRED CRORES ONLY)

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Articles of Association of the Company, 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 while granting such approvals, permissions and sanctions (if any) the consent of the shareholders of the Company 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, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan(s) including loan represented by book debt and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/ availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and in which any of the Director of the Company from time to time is

interested or deemed to be interested on such terms and conditions as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities (including the loans already advanced, guarantee already provided) shall not at any time exceed the aggregate limit of Rs. 300 Crores only (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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

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

"RESOLVED THAT pursuant to the provision of Regulation 2(1)(zc), 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 the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Materiality of Related Party Transaction(s), and on the basis of approval of the Audit Committee and the recommendation of Board of Directors, approval of the members of the Company 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 CSL Infomedia Private Limited, a material subsidiary company of Compucum Software Limited ("the Company") and consequently a related party of the company, on such terms and conditions as may be agreed between the Board of Directors of the Company and CSL Infomedia Private Limited, for an aggregate value of up to Rupees One Hundred Crores Only (Rs. 100 Crores Only) for each financial year from April 01, 2023 to March 31, 2028 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 perform all such deeds, matters and things, including finalize the terms and conditions, executing and sign the documents as may be necessary from time to time to make the resolution effective.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee, 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.

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, be and are hereby approved, ratified, and confirmed in all respects."

9. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH COMPUCUM TECHNOLOGIES PRIVATE LIMITED:-

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

"RESOLVED THAT pursuant to the provision of Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Materiality of Related Party Transaction(s), on the basis of approval of the Audit Committee and the recommendation of Board of Directors, 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 Compucum Technologies Private Limited, a group company

of Compucore Software Limited ("the Company") and consequently a related party of the company, on such terms and conditions as may be agreed between the Board of Directors of the Company and Compucore Technologies Private Limited, for an aggregate value of up to Rupees Fifty Crores only (Rs.50 Crores only) for each financial from April 01, 2023 to March 31, 2028 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 perform all such deeds, matters and things, including finalize the terms and conditions, executing and sign the documents as may necessary from time to time to make the resolution effective.

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."

10. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH COMPUCORE (INDIA) PRIVATE LIMITED: -

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

"RESOLVED THAT pursuant to provision of Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Materiality of Related Party Transaction(s), on the basis of approval of the Audit Committee and the recommendation of Board of Directors,, 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 Compucore (India) Private Limited, a group company of Compucore Software Limited ("the Company") and consequently a related party of the company, on such terms and conditions as may be agreed between the Board of Directors of the Company and Compucore (India) Private Limited, for an aggregate value of up to Rupees Fifty Crores only (Rs. 50 Crores only) for each financial year from April 01, 2023 to March 31, 2028 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 perform all such deeds, matters and things, including finalize the terms and conditions, executing and sign the documents as may necessary from time to time to make the resolution effective.

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."

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

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

"RESOLVED THAT pursuant to provision of Regulation 2 (1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Materiality of Related Party Transaction(s), on the basis of approval of the Audit Committee and the recommendation of Board of Directors,, 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 Sambhav Infotech Private Limited, a group company of Compucom Software Limited and consequently a related party of the company, on such terms and conditions as may be agreed between the Board of Directors of the Company and Sambhav Infotech Private Limited, for an aggregate value of up to Rupees Fifty Crores only (Rs.50 Crores only) for each financial year from April 01, 2023 to March 31, 2028 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 perform all such deeds, matters and things, including finalize the terms and conditions, executing and sign the documents as may necessary from time to time to make the resolution effective.

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 RISHAB INFOTECH PRIVATE LIMITED: -

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

"RESOLVED THAT pursuant to provision of Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Materiality of Related Party Transaction(s), on the basis of approval of the Audit Committee and the recommendation of Board of Directors,, 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 ("the Company") and consequently a related party of the company, on such terms and conditions as may be agreed between the Board of Director of the Company and Rishab Infotech Private Limited, for an aggregate value of up to Rupees Fifty Crores only (Rs. 50 Crores only) for each financial year from April 01, 2023 to March 31, 2028 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 perform all such deeds, matters and things, including finalize the terms and conditions, executing and sign the documents as may necessary from time to time to make the resolution effective.

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. RE-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 Companies Act, 2013 ('Act') read with the rules made there under 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) 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, recommendation of Nomination and Remuneration Committee and Board, 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. August 01, 2023 to July 31, 2026 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 the 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 its basic salary will be deducted. Expenses for 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 the 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 a 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 reimbursed 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. Vaibhav Suranaa, 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. Vaibhav Suranaa, for attending the meetings of the 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. Vaibhav Suranaa, 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.