

No.: CSL/BSE/NSE/CSE/22-23/

Date: - 24.08.2022

1) BSE Limited

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001.  
Email- [corp.compliance@bseindia.com](mailto:corp.compliance@bseindia.com)  
Stock Code: 532339

(BY BSE LISTING CENTRE)

2) National Stock Exchange of India Ltd

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E), Mumbai-400051.  
Email- [cmlist@nse.co.in](mailto:cmlist@nse.co.in)  
Stock Code: COMPUSOFT

(BY NSE NEAPS)

3) The Calcutta Stock Exchange Limited

7, Lyons Range, Dalhousie  
Kolkata: 700001  
West Bengal  
Email- [listing@csl-india.com](mailto:listing@csl-india.com)  
Stock Code: 13335

(BY E-MAIL)

**Sub: Proceedings of 28<sup>th</sup> Annual General Meeting held on August 24, 2022.**

Dear Sir/Madam,

Find enclosed herewith the proceedings of the 28<sup>th</sup> Annual General Meeting of the Company held on Wednesday, August 24, 2022 through Video conferencing (VC) / Other Audio-Visual Means (OAVM) as required under Regulation 30, Part A of Schedule-III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above on record.

**For Compucom Software Limited**

(Swati Jain)  
Company Secretary and  
Compliance Officer  
FCS:8728

Encl: a/a

**Gist of the proceedings of 28<sup>th</sup> Annual General Meeting of Compucom Software Limited held on Wednesday, August 24, 2022.**

The 28<sup>th</sup> Annual General Meeting of the members of the Company was held on Wednesday, August 24, 2022 which commenced at 11.30 A.M. (IST) and concluded at 12:15 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). It was Chaired by Mr. Surendra Kumar Surana, Chairman, Managing Director and Chief Executive Officer of the company.

Total 50 (Fifty) Members were present at the meeting.

The AGM was attended by the following Directors and Key Managerial Personnel of the Company from their respective locations:

S. No.	Name	Designation	Location
1	Mr. Surendra Kumar Surana	Chairman, Managing Director and CEO	Jaipur
2	Mr. Vaibhav Suranaa	Executive Director	Jaipur
3	Mrs. Trishla Rampuria	Non-Executive Director	Kolkata
4	Mr. Staya Narayan Gupta	Independent Director	Jaipur
5	Mr. Amitabh Kaushik	Independent Director	Jaipur
6	Mr. Satya Narayan Vijayvergiya	Independent Director	USA
7	CA Sanjeev Nigam	Chief Financial Officer	Jaipur
8	CS Swati Jain	Company Secretary and Compliance Officer	Jaipur

All the directors were present at the meeting. Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present during the Meeting. The Statutory Auditor, Secretarial Auditor, Internal Auditor and the Scrutinizer were also present during the Annual General Meeting from their respective locations.

The requisite quorum having been present as ascertained by the Company Secretary, the chairperson called the Meeting to order and welcomed the shareholders, and invitees to the Company's 28<sup>th</sup> Annual General Meeting.

As per current scenario of COVID-19 Pandemic the Ministry of Corporate Affairs has allowed for holding of the Annual General Meetings of the Company via Video Conferencing or Other Audio-Video Mode without physical presence of the Members at a common venue. This is pursuant to 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, circular 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 Circular No. 17/ 2020 dated April 13, 2020 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"),. Hence, in compliance with the circulars, the AGM of the Company is being held through VC/OAVM.

Company Secretary informed the Members regarding availability of Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements being made available electronically on receipt of request for the same from any Member. Company Secretary informed that Annual Report for the year ended March 31, 2022 along with the Board's Report and Audited Financial Statements (Standalone and Consolidated) were circulated to members through electronic mode.

The Chairperson on behalf of Board of Directors welcomed and thanked everyone for joining Company's 28<sup>th</sup> Annual General Meeting.

In his address to the members he stated that 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 Livelihood 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. .

He further appraised with following financial highlights of financial year 2021-22

- Company has not resorted to any new major loan from any financial institutions and has continued to maintain relatively very low levels of debt.
- Recommend a final dividend of 20% i.e. Rs. 0.40 per equity share for the financial year ended on March 31, 2022.

Mr. Surendra Kumar Surana then requested the Company Secretary to further take up the proceedings of the Meeting.

Pursuant to the provisions of the Companies Act, 2013 and the Secretarial Standards, the Board's Report, Secretarial Audit Report with the consent of the members taken as read as well as audited annual financial statements (standalone and consolidated) including audit reports since there was no qualifications, observations or comments in audit report also taken as read. Thereafter, the company secretary proceed the further.

She further took the following items as stated in the Notice of 28<sup>th</sup> AGM for consideration.

### **ORDINARY BUSINESS:**

1. **Ordinary Resolution** to consider and adopt the:
  - Audited Standalone Financial Statements of the Company for the year ended 31 March 2022 together with the report of Board of Directors and Auditors thereon; and
  - Audited Consolidated Financial Statements of the Company for the year ended 31 March 2022 together with the report of Auditors thereon.
2. **Ordinary Resolution** to declare a Final Dividend of 20% i.e Rs. 0.40 per equity shares for the year ended March 31, 2022.
3. **Ordinary Resolution** to appoint Mr. Vaibhav Suranaa (DIN: 05244109), who retires by rotation and being eligible, offers himself for re-appointment.
4. **Ordinary Resolution** to appoint "M/s S. Misra & Associates," Chartered Accountants (FRN: 004972C) Jaipur as Statutory Auditors of the Company

### **SPECIAL BUSINESS:**

5. **Special Resolution** appointment of Mr. Staya Narayan Gupta (DIN: 07781599) as an Independent Director
6. **Ordinary Resolution** appointment of Mr. Ajay Kumar Surana (DIN: 01365819) as a Director
7. **Special Resolution** appointment of Dr. Baldev Singh (DIN:08333652) as an Independent Director
8. **Special Resolution** re-appointment of Mr. Amitabh Kaushik (DIN: 09033384) as an Independent Director
9. **Special Resolution** re-appointment of Mr. Satya Narayan Vijayvergiya (DIN: 03185976) as an Independent Director.
10. **Special Resolution** re-appointment of Mr. Surendra Kumar Surana (DIN: 00340866) as a Chairman, Managing Director (CMD) and Chief Executive Officer

11. **Ordinary Resolution** approval for material related party transaction(s) with the CSL Infomedia Private Limited
12. **Ordinary Resolution** approval for material related party transaction(s) with the Compucom Technologies Private Limited
13. **Ordinary Resolution** approval for material related party transaction(s) with the Compucom (India) Private Limited
14. **Ordinary Resolution** approval for material related party transaction(s) with the Sambhav Infotech Private Limited
15. **Ordinary Resolution** approval for material related party transaction(s) with the Rishab Infotech Private Limited

Company Secretary provided general instructions to all the members regarding E-voting facility being made available to cast the vote during meeting who had not casted their vote during Remote e-voting facility commenced from Saturday, August 20, 2022 (9:00 A.M. IST) and ended on Tuesday, August 23, 2022 (5:00 P.M. IST). she explained the implications of the resolutions in detail to the members and informed the members that the Company had arranged for an e-voting in respect of businesses to be transacted at the Meeting on CDSL platform. She informed that the e-voting will continue to be available for next 15 minutes She also informed that Mr. Manoj Maheshwari, Practicing Company Secretary and Partner of M/s V. M. & Associates has been appointed as the Scrutinizer to Supervise the e-voting process in a fair and transparent manner and issue their report. Thereafter, Company Secretary addressed the queries of those Members who had sent the same to the Company.

She also announced that the voting results along with the consolidated scrutinizers report will be announced within 2 working days and shall also be submitted to Stock Exchanges and placed on the website of the Company [www.compucom.co.in](http://www.compucom.co.in) and the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

The Company Secretary extended gratitude to all the members for their presence and successfully conducting the meeting and declared the meeting closed.

Thereafter, the meeting ended with a vote of thanks to the chair.

Thanking You,

Yours faithfully,

**For Compucom Software Limited**

(Swati Jain)

**Company Secretary and Compliance Officer**

**FCS: 8728**