

No.: CSL/BSE/NSE/CSE/2018-19/

Date: - 08.02.2019

1) The Secretary

BSE Limited

1<sup>st</sup> Floor, New Trading Ring,

Rotunda Building, Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai-400001.

Stock Code: 532339

(BY BSE LISTING CENTRE)

2) The Secretary

National Stock Exchange of India Limited

Exchange Plaza, 5<sup>th</sup> Floor,

Plot No. C/1, G Block,

Bandra (East), Mumbai-400051.

Stock Code: COMPUSOFT

(BY NSE NEAPS)

3) The Manager,

The Calcutta Stock Exchange Limited

7, Lyons Range, Kolkata: 700001

Stock Code: 13335

(BY E-MAIL)

Sub: Postal Ballot Notice

Dear Sir/Madam,

With reference to the captioned subject and in compliance with the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated 29.12.2018 ('Notice') along with the Postal Ballot Form seeking approval of the shareholders on the following matters-

1. Alteration of Objects Clause of the Memorandum of Association of the Company.
2. Disinvestment of its entire investment in equity shares of its wholly owned Subsidiary, ITneer INC.

The postal ballot Notice, together with explanatory statement and Postal Ballot Form, is being sent to all the Members whose name appear on the Register of Members / list of Beneficial Owners received from the Company's Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 25.01.2019 (cut-off date), seeking their approval as set out in the Notice.

Further, please find below the schedule of events for postal ballot:

S. No.	Activity	Date
1.	Voting through postal ballot and E-Voting start date	February 11, 2019
2.	Voting through postal ballot and E-	March 12, 2019

*Swatya*  
Compucom Software  
Jaipur

# **COMPUCOM**

## **Software Limited**

IT: 14-15 EPIP, RIICO Industrial Area,  
Sitapura, Jaipur -302022 (India)  
Tel. 91-141-2770131, 5115901-02  
Fax: 91-141-2770335, 5115905  
Email: [cs@compucom.co.in](mailto:cs@compucom.co.in)  
CIN: L72200RJ1995PLC009798

	Voting end date	
3.	Scrutinizers report	On or Before March 14, 2019
4.	Declaration of results	On or Before March 14, 2019

The above information is also available on the website of the Company, [www.compucom.co.in](http://www.compucom.co.in).

You are requested to take the above on record and inform all concerned accordingly.

Thanking You,  
Yours Sincerely,  
For Compucom Software Limited

  
(Swati Jain)

Company Secretary and Compliance Officer

Encl: a/a

## POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the members of Compucom Software Limited (the "Company") through postal ballot / electronic voting ("e-voting").

The explanatory statement pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than 1700 Hours IST on Tuesday, March 12, 2019. Postal Ballot Forms received after said date will be treated as 'invalid'. Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), for providing e-voting facility to the Members of the Company. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Board of Directors of the Company ("the Board") has appointed CS Manoj Maheshwari (Membership No. FCS 3355) Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot / e-voting process in accordance with applicable law, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or to any other person of the Company authorized by Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Thursday, March 14, 2019 and communicated to the BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited ("Stock Exchanges") and registrar and share transfer agent and shall also be displayed on the Company's website at [www.compucom.co.in](http://www.compucom.co.in) and on the website of CDSL i.e. at [www.evotingindia.com](http://www.evotingindia.com).

The resolutions, if approved, will be taken as passed effectively on the last date of receipt of the postal ballot forms and e-voting, i.e. Tuesday, March 12, 2019 ("deemed date of passing of the resolutions")

### SPECIAL BUSINESS:

#### ITEM NO. 1—Alteration of Objects Clause of the Memorandum of Association of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the

extent necessary, the consent of the members of the Company be and is hereby accorded for alterations in the existing Object Clause of the Memorandum of Association (the "MOA") of the Company by substitution/deletion of clauses in the following manner:-

- I. The existing heading of Clause III (A) be substituted by the new heading titled as "The Objects to be pursued by the Company on its incorporation are as under:"
- II. Further, Clause III (A) of the MOA be altered as follows:  
in Sub-clause (6), for the words "To carry on in India or anywhere in the world", the words "To Carry on and to give on lease in India or anywhere in the world" shall be substituted;
- III. Further, Clause III (A) of the MOA be altered by adding new sub-clauses as follows:

\*7. To manufacture, process, prepare, preserve, plant, cultivate, improve, refine, buy, sell, trade, grow and deal whether as wholesaler or retailers or as importers or exporters, or as principals or agents or through all recognized stock commodity exchanges to carry on the business of canners, preservers, growers and dealers in fruits, vegetables, agricultural produce, spices, cotton, oil seeds, cereals, grass, mushrooms, flowers, drinks (alcoholic or non-alcoholic) etc. and such other fresh and preservable food products of all types and carry on the business of planters, cultivators, buyers of every kind of agricultural items and activities including weather forecasting, monitoring, data dissemination for farmers through satellites including satellite launch.

\*8. To construct, build, equip, own, purchase, take on lease, rent, hire, maintain, keep and to run cold storages, storage chambers, freezers, deep freezers, godowns, warehouses, agro based industries, agro processing, refrigerators and room coolers for storing cattle feed, protein foods, milk & dairy products, cream, butter, cheese, fruits, roots, vegetables and other substances made from all or any of them and canned, tinned and processed foods of every description and to act as transporters of aforesaid foods, substances and products and to establish cold storage plants and to carry on the business of ice manufacturers, cold storage keepers, provision merchants and fruits vendors and to maintain cold storage plants and chambers for the preservation of fruits, vegetables and consumable articles of all kinds and to deal in the same.

\*9. To carry on all or any of the business of buying, selling, importing, exporting, trading and dealing in agricultural products, metals including precious metals, precious stones, natural stones, jewellery, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof, plywood, blackboard, laminate, paints, varnishes, electrical and electronic goods, machines, tools, hardware items, domestic appliances, handicrafts, cosmetic articles, toilet goods, soaps, detergents, plastic materials, food provisions, tea, coffee, beverages, dry cells, batteries, dyes, iron and steel materials, cement fabrication items chemicals, adhesives, presentation articles, confectionery goods, cutlery goods, stationary goods, ferrous and non-ferrous materials, stainless steel goods, aluminum goods, mill stores, textile stores, pesticides, perfumes and essence, drugs, and pharmaceuticals goods, radios, televisions, hosiery, readymade garments and cloths, petroleum products, medicines, agricultural implements, laboratory equipment, scientific instruments, grocery materials, kirana goods and any other goods.

\*10. To develop, build, store, host and promote portals, web sites, other interactive multimedia products, Online Aggregator, Develop Modern Product & services, E-commerce applications & services, including futuristic technologies with internet of things (IOT), Machine Learning, Artificial intelligence, Sensor based Applications etc.

whether digital or otherwise and market or distribute them on the internet or other distribution platforms.

\*11. To promote, merge, acquire, takeover, invest in startup and or established Companies, firms, LLC, promote legal business establishing entities & ventures in India & abroad, act as legal advisors, angel investor, active investor or both in India and abroad.

\*12. To carry on the business of Constructors, Sub-Contractors, General Construction, Builders and to lay out, construct, purchase, acquire, get convert, develop, improve, hold with absolute or limited rights or on lease, sub-lease and to erect, build, demolish, re-erect, alter, repair, remodel, furnish and maintain or do any other work in connection with any building or building scheme, township, land, including agriculture land, houses, residential flats, commercial complexes, colonies, markets, shops and showrooms, factories, mills, godowns, bridges, roads, dams, canals and wells, in India or abroad and to sell, exchange, lease, sub-lease, barter, deal in land, building and other properties and to collect rents or income and to supply tenants, occupiers and others refreshments, attendance, waiting rooms, reading rooms, meeting rooms, laboratories, water, electric and all other conveniences including inter communication equipment's.

- IV. The existing heading of Clause III (B) be substituted by the new heading titled as **"Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:"**
- V. The existing Clause III (C) comprising clauses 1 to 27 be deleted permanently

**RESOLVED FURTHER THAT** the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company."

**ITEM NO. 2 – To Approve the Disinvestment of its entire investment in equity shares of its wholly owned Subsidiary, ITneer INC.:**

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

**"RESOLVED THAT** pursuant to Regulation 23, 24 of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and pursuant to provisions of Section 180(1)(a), 188 and all other applicable provisions, if any, of Companies Act, 2013 read with rules made thereunder(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 such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members be and is hereby accorded for the disinvestment by way of sale, transfer, disposal of the entire shareholding i.e. 10,000 equity shares of Wholly Owned Subsidiary ITneer Inc. USA as investment held by the Company at an agreed price of US \$ 1,117,882/- (Dollar One Million One Hundred Seventeen Thousand Eight Hundred Eighty Two Only) in the off market Trade to Surana Associates Inc., Atlanta, USA, a related party of the Company and thereby ceasing to exercise any ownership or control over ITneer Inc on such sale, transfer, assignment or disposal, on such terms and conditions and with such modifications as the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee of directors constituted by the Board), may deem fit and appropriate in the interests of the Company;

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things,

including actions which may have been taken, as may be necessary or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company; any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required), and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications there to; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution."

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

**Swati Jain**

**Company Secretary and Compliance Officer  
(FCS-8728)**

**Jaipur,  
December 29, 2018**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect to the special business is annexed herewith and forms part of this notice. Notice shall also be available on the website of the Company at [www.compucom.co.in](http://www.compucom.co.in) and on the website of Central Depository Services (India) Limited("CDSL") at [www.evotingindia.com](http://www.evotingindia.com).
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are available for inspection at the Registered Office of the Company between 11.00 Hours IST to 13.00 Hours IST on any working day (excluding Saturdays, Sundays and holidays) upto the date of the last day of voting through physical Postal Ballot and e-voting i.e. Tuesday, March 12, 2019.
3. Pursuant to provisions of the Companies (Management and Administration) Rules, 2014, the Notice is being sent through prescribed mode to all the members of the Company whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Ltd ("CDSL") as on Friday, January 25, 2019 ("cut-off date"). Members who have registered their e-mail IDs with depositories or with the Company are being sent notice of Postal Ballot through e-mail and members who have not registered their e-mail IDs will receive Notice of Postal Ballot, Business Reply Envelope and postal ballot form through permitted mode.
4. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Form may download the Postal Ballot Form from the weblink in the e-mail or from the 'General information' section on the Company's website – [www.compucom.co.in](http://www.compucom.co.in).
5. Kindly note that the members can opt for only one mode of voting i.e. either by way of Postal Ballot or e-voting. In case members cast their vote through both modes, then voting through remote e-voting shall prevail and voting done through postal ballot form shall be treated as invalid.
6. Each Member's voting rights shall be reckoned in proportion to his/her share of the paid up equity share capital of the Company as on cut-off date, which will only be considered to avail the facility of e-voting / Postal Ballot.
7. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
8. The period for voting through physical Postal Ballot and e-voting starts from Monday, February 11, 2019 at 09:00 Hours IST and ends on Tuesday, March 12, 2019 at 17:00 Hours IST and any Postal Ballots received thereafter shall not be considered and e-voting shall be disabled by CDSL for voting thereafter.
9. A shareholder need not use all the votes or cast all the votes in the same way.

10. Resolution passed by the members through physical Postal Ballot/ e-voting is deemed to have been passed as if the same have been passed at a General Meeting of the company.
11. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary and Compliance Officer, via email to investor@compucom.co.in.

**Instructions for casting vote electronically on the e-voting platform of Central Depository Services (India) Limited (CDSL) – InstaVote:**

- (i) The voting period begins on Monday, February 11, 2019 at 09.00 Hours IST and ends on Tuesday, March 12, 2019 at 17.00 Hours 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. Friday, January 25, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members 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"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field</li> </ul>
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"> <li>• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Compucom Software Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option

YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (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 & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

The alteration in the Object Clause of the MOA, as set out in the resolution, is to facilitate Company's entry into new business areas as defined therein. The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently.

Further the existing heading of Clause III (B) be substituted by the new heading titled as "**Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:**

Further Other Objects in Object Clause are deleted as per the provisions of the Companies Act, 2013,

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution through Postal Ballot.

The draft of the revised Memorandum of Association and Articles of Association reflecting the said change is available for inspection at the Registered Office of the Company between 11:00 Hours IST to 13:00 Hours IST on any working day (excluding Saturdays, Sundays and holidays) up to the date of the last day of voting through physical Postal

Ballot and e-voting i.e. Tuesday, March 12, 2019. None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the proposed resolution set out at Item no. 1 of this Notice except to the extent of their shareholding, if any.

The Board accordingly recommends the Special Resolution as set out at Item no. 1 of the accompany Postal Ballot Notice for the approval of the Members.

**ITEM NO. 2**

Regulation 24(5) of the Listing Regulations provides that no Company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in certain specified cases. ITneer INC being a subsidiary of the Company, it would be required to seek approval of the Shareholders of the Company for divesting from ITneer Inc completely.

Further, the Company has noted that Surana Associates INC fall under the category of a related party of the Company in terms of the provisions of the Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The provision of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 approval of the shareholders would be required if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover of the company as per the last audited financial statements of the company.

The provisions of the Listing Regulations consider a transaction with a related party material if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Regulations requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with Surana Associates INC whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual turnover and annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through a Special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with Surana Associates INC up to a maximum amount as mentioned in the respective resolutions.

The following disclosure(s) for contract with related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

1.	Name of the Related Party	Surana Associates INC
2.	Nature of relationship	Mr. Ajay Kumar Surana, Who is Non-Executive director of the Company is Director in Surana Associates INC
3.	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Sale Agreement for sale, transfer, disposal of the entire shareholding i.e. 10,000 equity shares of Wholly Owned Subsidiary ITneer Inc. USA till the Completion of Sale Process.
4.	Material terms, monetary value and particulars of the contract or arrangement;	Sale made at a Price of US \$ 1,117,882/- (Dollar One Million One Hundred Seventeen Thousand Eight Hundred Eighty Two Only) in the off market Trade The price will be paid as follows: <ul style="list-style-type: none"> <li>85% will be paid upfront by wire. 15% will be retained by buyer as an Tax escrow to pay IRS as per FIRPTA rule. The escrow money will be refunded to the seller after payment of federal and state taxes paid on the capital gain to seller and remaining escrow received after tax from IRS.</li> <li>Buyer will be responsible for any and all taxes which may apply to Buyer's acquisition of the Shares and the Business.</li> </ul>
5.	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	NIL
6.	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the general trend in the industry
7.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into agreement for sale/transfer/dispose of shares to related party is on 'arm's length' basis and is advantageous for the Company considering the experience of the related party and shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto and Listing Regulations.

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on 29<sup>th</sup> December, 2018 and have approved the proposed arrangements with the Related Party ( i.e. Surana Associates INC) and have also decided to seek approval of shareholders by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies ( Meetings of Board and its Powers) Rules , 2014 and Regulation 23, 24 of Listing Regulations.

Mr. Ajay Kumar Surana and his relative who directly hold in aggregate 8,01,581 equity shares of the Company are concerned or interested in the Special resolutions at Item No. 2 Mr. Surendra Kumar Surana, Managing Director, Mrs. Trishla Rampuria, Director of the Company and Mr. Shubh Karan Surana being Father of Mr. Ajay Kumar Surana may also be deemed to be interested or concerned in the Special resolutions at Item No. 2.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

The Board accordingly recommends the Special Resolution as set out at Item no. 2 of the Postal Ballot Notice for the approval of the Members.

**By Order of the Board of Directors  
For Compucom Software Limited  
Sd/-**

**Swati Jain  
Company Secretary and Compliance Officer  
(FCS-8728)**

**POSTAL BALLOT FORM**

(In lieu of e-Voting)

(Please read instruction overleaf before filing the form)

Sr. No.:

1. Name(s) and Registered Address of the :  
sole / first named Shareholder

2. Joint Holders, if any :

3. Registered Folio No./ :  
DP and Client ID No

4. Number of shares held :

I/ We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated December 29, 2018, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick ("") mark at the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Shares	I/We assent to the resolution (For) Please tick ("")	I/We dissent to the resolution (Against) Please tick ("")
1.	Special Resolution- Alteration of Objects Clause of the Memorandum of Association of the Company			
2.	Special Resolution - To Approve the Disinvestment of its entire investment in equity shares of its wholly owned Subsidiary, ITneer INC			

Place:

Date:

.....  
Signature of the Member/Beneficial Owner

**ELECTRONIC VOTING PARTICULARS**

The e-voting facility is available at [www.evotingindia.com](http://www.evotingindia.com). The e-voting particulars are as follows:

EVSN (E-voting Sequence Number)	USER ID	Password/PIN
<b>190131002</b>		<b>Existing</b>

The E-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Monday, February 11, 2019 at 9:00 Hours IST	Tuesday, March 12, 2019 at 17:00 Hours IST

## INSTRUCTIONS FOR FILLING BALLOT FORMS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form. The duly completed Postal Ballot Form should reach the Scrutinizer, in the enclosed self-addressed business reply envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. There will be only one Ballot Form for every Folio/DPID/CLIENT ID irrespective of the number of joint members.
5. The votes should be cast either in favour or against by putting the tick (") mark in the column provided for assent or dissent. Postal Ballot Form bearing (") in both the columns will render the form invalid.
6. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
7. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Tuesday, March 12, 2019 up to 17.00 Hours IST. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received.
9. In the event member casts his votes through E-voting and Ballot Form, the votes casted through E-voting would be considered and the votes casted through Ballot Form would be ignored.
10. A member may request for a duplicate Postal Ballot Form, if so required by sending email to investor@compucom.co.in. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (8) above.
11. The right of voting by Ballot Form shall not be exercised by a proxy.
12. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Bank/Registrar and Transfer Agent, in respect of shares held in dematerialised form or in physical form, respectively.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes inas much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board Resolution to vote should accompany the Ballot Form.

The Company is pleased to offer e-voting facility as an alternate for all the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional.

The above details and a note containing instructions for e-voting on the CDSL platform, form an integral part of the attached Notice dated December 29, 2018.

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

**Sd/-**

**Swati Jain**

**Company Secretary and Compliance Officer  
(FCS-8728)**

**Jaipur, December 29, 2018**