

No.: CSL/BSE/NSE/CSE/20-21/

Date: 23.09.2020

To,

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 26<sup>th</sup> Annual General Meeting held on September 23, 2020.

Dear Sir/Madam,

Find enclosed herewith the proceedings of the 26<sup>th</sup> Annual General Meeting of the Company held on September 23, 2020 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 26<sup>th</sup> Annual General Meeting of Compucom Software Limited held on Wednesday, September 23, 2020.**

The 26<sup>th</sup> Annual General Meeting of the members of the Company was held on Wednesday, September 23, 2020 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 33 (Thirty-Three) 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
3	Mr. Ghisa Lal Chaudhary	Independent Director	Jaipur
4	Mr. Vaibhav Suranaa	Executive Director	Jaipur
5	Mrs. Trishla Rampuria	Non-Executive Director	Kolkata
6	Dr. Satish Kumar	Independent Director	Ajmer
7	Mr. Staya Narayan Gupta	Independent Director	Jaipur
8	Dr. Baldev Singh	Independent Director	Jaipur
9	CA Sanjeev Nigam	Chief financial Officer	Jaipur
10	CS Swati Jain	Company Secretary and Compliance Officer	Jaipur

All the directors except Mr. Ajay Kumar Surana were present at the meeting. Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee were present during the Meeting. The Secretarial Auditors, Internal Auditors 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 26<sup>th</sup> Annual General Meeting.

In view of the situation arising due to Covid-19 global pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular number 20/2020 dated May 5, 2020 read with circulars number 17/2020 dated April 8, 2020 and 14/2020 dated April 13, 2020 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI)(hereinafter collectively referred to as "the Circulars"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is held through VC/OAVM.

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, September 19, 2020 at 9.00 A.M. and ended on Wednesday, September 22, 2020 at 5.00 P.M. She also informed members regarding availability of register of Directors, KMP's, register of Contracts and Arrangement have been made available for electronically inspection by the members.

Company Secretary informed that Annual Report for the year ended March 31, 2020 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 26<sup>th</sup> Annual General Meeting.

In his address to the members he stated that company looks forward to playing an active role in the renewed push by Government of India, for IT education in schools and colleges & progress towards venturing into Hotel & Hospitality sector is very good & the construction work of a four-star Heritage Type Hotel has been completed. He also informed that Under the CSR initiative the company has yet again been adorned with Government of Rajasthan's prestigious "Bhamashah Award",

He further apprised with following financial highlights of financial year 2019-20

- Company has not availed the banking relief facility of moratorium and continues to maintain relatively very low levels of debt.
- Recommend a final dividend of 15% i.e. Rs. 0.30 per equity share for the financial year ended on March 31, 2020.

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 Company Secretary took the Board's Report, Secretarial Audit Report and audited annual financial statements (standalone and consolidated) including audit reports being unqualified in the nature as read.

He further took the following items as stated in the Notice of 26<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 2020 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 2020 together with the report Auditors thereon.
2. **Ordinary Resolution** to declare a Final Dividend of Rs. 0.30 per equity shares for the year ended March 31, 2020.
3. **Ordinary Resolution** to appoint Mrs. Trishla Rampuria (DIN: 07224903), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

4. **Ordinary Resolution** Appointment of Mr. Staya Narayan Gupta (DIN: 07781599) As an Independent Director
5. **Special Resolution** Appointment of Mr. Vaibhav Suranaa (DIN: 05244109) As a Whole Time Director designated as Executive Director.
6. **Special Resolution** Approval of Voluntary Delisting of Equity Shares from Calcutta Stock Exchange Limited (CSE) ONLY

The Company Secretary 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 evoting 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.

She also announced that the voting results along with the consolidated scrutinizers report will be announced within 48 hours of the meeting at the registered office of the Company and shall also be submitted to Stock Exchange 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