

COMPUCOM SOFTWARE LIMITED

MINUTES OF NINETEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF COMPUCOM SOFTWARE LIMITED HELD ON THURSDAY, SEPTEMBER 19, 2013 AT 11:30 A.M. AT "KRISHNA AUDITORIUM", COMPUCOM ENGINEERING COLLEGE COMPOUND, SP-5, EPIP, RIICO INDUSTRIAL AREA, SITAPURA, JAIPUR-302022, INDIA.

PRESENT

- | | | |
|---|---------------------------|----------------------------|
| 1 | Mr. Surendra Kumar Surana | Chairman/Managing Director |
| 2 | Mr. Shubh Karan Surana | Director |
| 3 | Mr. G. L. Chaudhary | Independent Director |
| 4 | Mr. R. C. Jain | Independent Director |
| 5 | Mr. R. P. Udawat | Independent Director |

SPECIAL INVITEES

- | | | |
|---|------------------------------|-------------------|
| 1 | Mr. Sachindra Misra,
FCA | Statutory Auditor |
| 2 | Mr. Manoj Maheshwari,
FCS | Corporate Advisor |

IN ATTENDANCE

- | | |
|----------------|--|
| Mr. P. C. Jain | DGM (Legal) |
| CS Swati Jain | Company Secretary & Compliance Officer |

And other members and proxy holders as per the Attendance Register

APPOINTMENT OF CHAIRMAN

Mr. Surendra Kumar Surana, Managing Director & CEO of the Company, was elected as the Chairman of the Meeting.

QUORUM

Company Secretary confirmed that as per section 174 of the Companies Act, 1956 and Articles of Association of the Company, the requisite quorum was present, and thereafter the Chairman commenced the proceedings of the Meeting.

WELCOME SPEECH BY CHAIRMAN

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The Chairman welcomed the members to the 19th Annual General Meeting of the Company. He read out his message already circulated amongst the members along with the Annual Report.

The Chairman in his speech briefly reported that though at macro level the economy has registered a negative growth, yet the Company has slightly improved its top line and has almost maintained its EBIDTA margin, yet due to taxation impact and providing for bed-debts, net profit margin have reduced. However, this has strengthened the financial health of the Company.

The Chairman informed the members about the growth of the Company in the learning solution business, E-Governance and Software services and the future prospects, goals and position of the Company. Also informed to the members that the Company has completed Delhi school project & JVVNL project. The Government of Rajasthan has extended ICT phase-I project in 2292 Schools for 6 months which is a matter of great pleasure for us. A good growth in USA in comparison to the last Financial Year has also been very well taken.

Recently launched TV channel Jan TV, through our subsidiary CSL Infomedia Private Limited, has also started generating good amount of revenue & another channel JAN TV PLUS will start generating revenue in the near future.

NOTICE OF CONVENING THE 19TH ANNUAL GENERAL MEETING

The Company Secretary informed that the Notice convening the 19th Annual General Meeting along with the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on 31st March, 2013 and the Auditors' Report, Directors' Report together with Corporate Governance Report thereon have already been dispatched and circulated amongst the members and with the permission of the members present, the same may be taken as read.

I. ORDINARY BUSINESS:

Item No.1: Adoption of Accounts for the year ended 31st March, 2013

The Company Secretary took up the matter for consideration of Annual Accounts i.e. Balance Sheet as at 31st March, 2013, Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2013 along with the Directors' Report and Auditor's Report thereon.

Proposed by: - Mrs. Meena Bhura

Seconded by: - Mr. Ramniwas Sharma



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The following resolution having been proposed and seconded by the aforementioned two shareholders was taken up for consideration as an Ordinary Resolution:

"RESOLVED THAT the Balance Sheet as at 31st March, 2013 and Statement of Profit & Loss Account of the Company for the year ended 31st March 2013, along with the Directors' Report and Auditors' Reports thereon as placed before the meeting be and is hereby received, considered and adopted."

Chairman, on show of hands for votes in favour, declared the resolution as carried unanimously.

Item No. 2: To confirm the payment of Final Dividend on Equity Shares for the Year 2012-13

The Company Secretary placed the item for the confirmation of the payment of Final dividend @ 20% (i.e. Rs. 0.40/- per share) of the Paid-up capital to the eligible Shareholders of the Company for the financial year 2012-2013.

Proposed by: - Mr. Satyendra Jain

Seconded by: - Mr. Sanjay Gupta

The following resolution having been proposed and seconded by the aforementioned two shareholders was taken up for consideration as an Ordinary Resolution:

"RESOLVED THAT dividend @ 20% (i.e. Rs. 0.40/- per share) on the paid-up equity share capital of Rs. 158,250,376/- of the Company, recommended by the Board of Directors during the year, at its meeting held on May 27, 2013 be and is hereby declared as final dividend for the year ended March 31, 2013"

Chairman, on show of hands for votes in favour, declared the resolution as carried unanimously.

Item No. 3: Re-appointment of Mr. Stephan Carl Viehman as a Director of the Company

The Company Secretary placed the item for re-appointment of Mr. Stephan Carl Viehman as a Director of the Company.

Proposed by: - Mr. Ajay Sharma

Seconded by: - Mr. Manoj Agarwal

The following resolution having been proposed and seconded by the aforementioned two shareholders was taken up for consideration as Ordinary Resolution:



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"RESOLVED THAT Mr. Stephan Carl Viehman, Director of the Company, who is liable to retire by rotation at this Annual General Meeting, be and is hereby re-appointed."

Chairman, on show of hands for votes in favour/against, declared the resolution as carried unanimously.

Item No. 4: Re-appointment of Mr. Shubh Karan Surana as a Director of the Company

The Company Secretary placed the item for re-appointment of Mr. Shubh Karan Surana as a Director of the Company.

Proposed by: - Mr. P. J. Mathew

Seconded by: - Mr. Rajan Thomas

The following resolution having been proposed and seconded by the aforementioned two shareholders was taken up for consideration as Ordinary Resolution:

"RESOLVED THAT Mr. Shubh Karan Surana, Director of the Company, who is liable to retire by rotation at this Annual General Meeting, be and is hereby re-appointed."

Chairman, on show of hands for votes in favour/against, declared the resolution as carried unanimously.

Item No. 5: Re-appointment of Statutory Auditors

The Company Secretary placed the item for re-appointment of M/s. S. Misra & Associates, Chartered Accountants, Jaipur as Statutory Auditors of the Company.

Proposed by: - Mr. Vishnu Bargoti

Seconded by: - Mr. Ajay Batarka

The following resolution having been proposed and seconded by the aforementioned two shareholders was taken up for consideration as an Ordinary Resolution:

"RESOLVED THAT M/s S. Misra and Associates, Chartered Accountants, the Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be mutually decided by the Board of Directors and the Auditors."

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Chairman, on show of hands for votes in favour/against, declared the resolution as carried unanimously.

II. SPECIAL BUSINESS:

Item No. 6: Appointment of Mr. Rajendra Prasad Udawat as the Director of the Company

The Company Secretary placed the item for appointment of Mr. Rajendra Prasad Udawat as the Director of the Company.

Proposed by: - Mr. Prateek Agarwal

Seconded by: - Mr. Bhawdeep Singh

The following resolution having been proposed and seconded by the aforementioned two shareholders was taken up for consideration as an Ordinary Resolution:

“RESOLVED THAT Mr. Rajendra Prasad Udawat, who was appointed as an Additional Director of the Company by the Board of Directors under Article 78 of the Articles of Association of the Company w.e.f. July 31,2013 and who holds office, as such, under the said Article and pursuant to the provisions of Section 260 of the Companies Act,1956(“the Act”) upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act signifying his intention to propose him as a candidate for the office of the Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Chairman, on show of hands for votes in favour/against, declared the resolution as carried unanimously.

VOTE OF THANKS

There being no other business, the meeting was concluded with a vote of thanks to the Chair.

DATE: 19.09.2013

PLACE: JAIPUR



CHAIRMAN