

COMPUCOM

Software Limited

Regd. and Corp. Office:
IT 14-15, EPIP, RIICO Industrial Area,
Sitapura, Jaipur - 302 022 (Rajasthan)
Tel.0141-5115901, 2770131
Fax 0141-5115905 / 2770335
E-mail: cs@compucom.co.in
CIN:L72200RJ1995PLC009798

Ref. No.: CSL / BSE/15-16/

Date: 29.05.2015

The Manager,
The Bombay Stock Exchange Limited,
1st, Floor, Rotunga Building,
P. J. Tower, Dalal Street,
Mumbai – 400001
Fax no. (022) 22723719/22722039/2041
Email – corp.compliance@bseindia.com
Scrip code: 532339

Sub: Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Dear Sir,

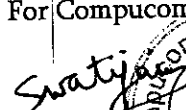
In compliance with the above Regulations, we confirm as under:

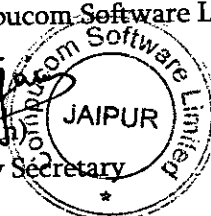
1. The Board of Directors of the Company have approved:
 - (i) Code of Conduct for Prohibition of Insider Trading in Securities of Compucom Software Limited to regulate, monitor and report trading by insiders, and
 - (ii) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
2. The above Codes shall come into force with effect from June 1, 2015.
3. Copy of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been uploaded on the website of the Company and a copy of the same is attached herewith for your kind information.

Kindly take the above on record.

Thanking You.

Sincerely,
For Compucom Software Limited


(Swati Jaiswal)
Company Secretary



Encl: -As Above

COMPUCOM SOFTWARE LIMITED

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Website: www.compucom.co.in, Email: investor@compucom.co.in

Code of practices and procedures for Fair Disclosure of Unpublished price Sensitive Information

[As per requirement of Regulation 8 (Code of fair Disclosure) and Regulation 9(Code of Conduct), of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Purpose:

The Board of Directors of our company, whose securities are listed on a stock exchange, has Formulated and published on its official website, a Code of practices and procedures for fair disclosure ("the Code") of unpublished price sensitive information that it would follow in order to adhere to each of the principles as stated in Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

The Board of Directors of Compucom Software Limited ("the Company") is expected to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interests of all the stakeholders and to further the objective of good corporate governance.

The Board of Directors of the Company resolved and adopted the Code in furtherance of the long time commitment of the Company to transparency and fairness in dealing with all stakeholders and in consonance with the mandate of the Regulations.

Preamble:

The Board of Directors of the Company, at its meeting held on May 29, 2015, formulated and adopted the Code for the Company in compliance with Chapter IV read with Schedule A of the Regulations. The Code has been intimated to the Stock Exchanges and is also published on the official website of the Company www.compucom.co.in The Equity Shares of the Company are listed on the National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and Calcutta Stock Exchange (CSE), collectively referred to as the Stock Exchanges.

Code of Fair Disclosure of the Company

1) The Company shall promptly disclose to the public all the Unpublished Price Sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2) The Company shall follow uniform and universal dissemination of UPSI to avoid selective Disclosure.

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- 3) The Board of Directors of the Company designated CS Swati Jain, Company Secretary as the Chief Compliance Officer and Mr. Sanjeev Nigam, Chief Financial Officer of the Company to deal with dissemination of information and disclosure of UPSI.
- 4) In the event of any UPSI getting disclosed selectively either inadvertently or otherwise, the Company shall ensure prompt dissemination of UPSI as generally available, by publishing the same on Company’s website www.compucom.co.in
- 5) The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 7) The Company shall develop best practices to make transcripts or record of proceedings of meetings with analysts and conference calls with investors/analysts on the official website of the Company to ensure official confirmation and documentation of disclosures made.
- 8) The Company shall handle all UPSI on a need-to-know basis. “Need-to-know” basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

Overseeing and co-ordinating disclosure

- 1 The Company has designated Mr. Sanjeev Nigam, Chief Financial Officer as a Chief Investor Relations Officer.
- 2 The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with this Code and shall oversee and co-ordinate continuous corporate disclosure requirements, deal with dissemination of information and disclosure of unpublished price sensitive information to stock exchange, analysts, shareholders, on the website of the Company and media, and educating staff on disclosure policies and procedure.
- 3 If information is accidentally disclosed without prior approval of the Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

Responding to Market Rumors

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1 The Company has clearly laid down procedures for responding to any queries or requests for verification of market rumors by exchanges.

2 The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure. He shall consult the Disclosure Committee of the Company in this regard and thereafter make appropriate disclosures.

Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company would follow the guidelines given hereunder while dealing with analysts and Institutional investors:

1 Only Public information to be provided

The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst would be simultaneously made public at the earliest.

2 Recording of discussion

In order to avoid misquoting or misrepresentation, it will be ensured that at least two Company representatives are present at meetings with Analysts, brokers or Institutional Investors and discussion would preferably be recorded.

3 Handling of unanticipated questions

The Company would be careful when dealing with Analysts questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement would be made before responding.

4 Simultaneous release of Information

When a Company organises meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

Medium of disclosure/dissemination

1 Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

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2 The Company shall ensure that disclosure to stock exchanges is made promptly.

3 The Company may also facilitate disclosure through the use of their dedicated internet website.

4 The Company website may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

Authority to make alterations

The Board of Directors are authorized to make such alteration to this Code as Considered appropriate, subject, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibitions of Insider Trading)Regulations, 2015.

This Code shall be published on the Official Website of the Company
www.Compucom.co.in

Place: JAIPUR

Date: May 29, 2015