

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
CIN: L72200RJ1995PLC009798

No.: CSL/BSE/15-16/

Date: 28.09.2015

The Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
1st Floor, Rotunda Building, P.J. Tower,
Dalal Street,
Mumbai-400001
Fax no. (022) 22723719/22722039/2041
Email- corp.compliance@bseindia.com

Scrip Code: 532339

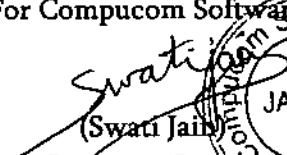
Subject: Scrutinizers Report

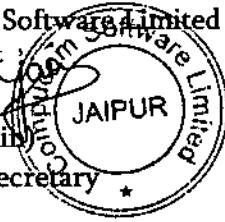
Dear Sir/Madam,

With reference to the above mentioned subject, please find attached Scrutinizers Report.

You are requested to take note of the above and inform all concerned accordingly.

For Compucom Software Limited


(Swati Jain)
Company Secretary



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

Scrutinizer's Report

To,
Chairman of
21st Annual General Meeting of the Equity Shareholders of Compucom Software Limited held on Thursday, 24th September, 2015 at 11.30 A.M. at "Krishna Auditorium", Compucom Engineering College Compound, RIICO Industrial Area, Sitapura, Jaipur 302 022.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll for 21st Annual General Meeting of Equity Shareholders held on 24th September, 2015.

Pursuant to the resolution passed by the Board of Directors of **Compucom Software Limited** (hereinafter referred to as "Company") on Wednesday, 12th August, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 21st Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 21st AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every Company having its equity shares listed on Recognized Stock Exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the Company provided for the same.

The Company accordingly made arrangements with the system provider Central Depository Services (India) Limited (CDSL), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agent, M/s MCS Share Transfer Agent Ltd. (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting portal <https://www.evotingindia.com/>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the Company through its RTA. Necessary instructions



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in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 12th August, 2015 sent to all the shareholders by electronic means via e-mail and through courier and/or registered post. The members of the Company as on the cut-off date i.e. 17th September, 2015 were entitled to vote on the resolutions contained in the Notice to the 21st AGM of the members of the Company.

REFERENCE TO THE COMPANIES ACT, 2013	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Ordinary Resolution: Adoption of Audited Financial Statements including consolidated Financial Statements.	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements of the Company for the year ended 31 March, 2015 together with the reports of the Board of Directors and Auditors thereon including Consolidated Financial Statements and report of auditor's on Consolidated Financial Statements.
2) Ordinary Resolution: Declaration of Dividend on Equity Shares for the year 2014-15	Ordinary Resolution under Section 123 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Declaration and Payment of Dividend) Rules, 2014 to declare dividend of Rs. 0.10/- per Equity Share for the financial year ended 31 st March, 2015.
3) Ordinary Resolution: Appointment of Director, liable to retire by rotation	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Shubh Karan Surana (DIN: 00341082) as a Director, liable to retire by rotation.
4) Ordinary Resolution: Ratification of Appointment of Statutory Auditors	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appointment M/s. S. Misra & Associates, Chartered Accountants (Firm Registration No. 004972C), Jaipur as Statutory Auditors of the Company.
<u>Special Business</u>	
5) Ordinary Resolution: Appointment of Mrs. Trishla Rampuria (DIN: 07224903) as Director	Ordinary Resolution under Section 149, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint Mrs. Trishla Rampuria (DIN: 07224903) as Non Executive Director of the Company.



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6) Ordinary Resolution: Appointment of Mr. Ramesh Chand Jain (DIN : 00981936) as Independent Director	Ordinary Resolution under Section 149, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint Mr. Ramesh Chand Jain (DIN : 00981936) as Independent Director of the Company to hold office from the conclusion of this Annual General Meeting till 31 st March, 2017 not liable to retire by rotation.
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Further to the above, I submit my report as under:-

- 1) That the AGM notice dated 12th August, 2015 under section 101 of the Companies Act, 2013 was dispatched to **4,966** (Four Thousand Nine Hundred and Sixty Six) shareholders by means of electronic means via e-mail and to **3,511** (Three Thousand Five Hundred and Eleven) shareholders by registered post/courier on or before 26th August, 2015. As confirmed by management, there were 15 (Fifteen) such envelopes containing notice of AGM which were returned undelivered and there were **1,204** (One Thousand Two Hundred and Four) such e-mails which were bounced back.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the Company on 31th August, 2015 in "The Business Standard", English newspaper in English language and in "Samachar Jagat" vernacular language newspaper *in English language*, informing about the completion of the dispatch of the AGM notices, by electronic means via e-mail and other permitted means, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Monday, 21st September, 2015 at 09.00 a.m. and ended on Wednesday, 23rd September, 2015, at 5.00 p.m.
- 4) The members of the Company as on the cut-off date i.e. Thursday, 17th September, 2015 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and thereafter the votes cast through remote e-voting were unblocked in presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the Company outstanding as on 17th September, 2015 were **7,91,25,188**. Out of **8,471** (Eight Thousand Four Hundred



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and Seventy One) folios, 25 (Twenty Five) folios have exercised their votes through remote e-voting and 18 (Eighteen) folios have exercised their vote through poll at the AGM. The results (consolidated) for the items placed for consideration by the members is given below:

Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements including Consolidated Financial Statements

Total No. of Shareholders	8,471		
Total No. of Shares	7,91,25,188		
E-voting Period	21 st September, 2015 to 23 rd September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	25	5,85,75,346
Total Votes cast through Polling at AGM	B	18	21,10,549
Grand Total of remote e-voting / Polling at AGM (A+B)	C	43	6,06,85,895
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	43	6,06,85,895

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were no such shareholder that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	5,76,11,169	5,76,11,169	100	5,76,11,169	0	100	0
Public institutional holders	10,500	0	0	0	0	0	0
Public-others	2,15,03,519	30,74,726	14.30	30,74,726	0	100	0
Total	7,91,25,188	6,06,85,895	76.70	6,06,85,895	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**



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RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 12th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 2: Ordinary Resolution for declaration of Dividend on Equity Shares for the year 2014-15.

Total No. of Shareholders	8,471		
Total No. of Shares	7,91,25,188		
E-voting Period	21 st September, 2015 to 23 rd September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	25	5,85,75,346
Total Votes cast through Polling at AGM	B	18	21,10,549
Grand Total of remote e-voting / Polling at AGM (A+B)	C	43	6,06,85,895
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	43	6,06,85,895

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were no such shareholder that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	5,76,11,169	5,76,11,169	100	5,76,11,169	0	100	0



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Public institutional holders	10,500	0	0	0	0	0	0
Public-others	2,15,03,519	30,74,726	14.30	30,64,726	10,000	99.98	0.02
Total	7,91,25,188	6,06,85,895	76.70	6,06,75,895	10,000	99.98	0.02

Percentage of Votes cast in favour: **99.98%**

Percentage of votes cast against: **0.02**

RESULT:-

Since, the number of votes cast in favour of the resolution is **99.98%**, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 12th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 3: Ordinary Resolution for Appointment of Director

Total No. of Shareholders	8,471		
Total No. of Shares	7,91,25,188		
E-voting Period	21 st September, 2015 to 23 rd September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	25	5,85,75,346
Total Votes cast through Polling at AGM	B	18	21,10,549
Grand Total of remote e-voting / Polling at AGM (A+B)	C	43	6,06,85,895
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	43	6,06,85,895

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There were no such shareholder that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (7)=[(5	% of votes against on votes polled (7)=[(5



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			$\frac{/(1)}{0} * 100$			$\frac{(6)-[(4)/(2)]}{*100}$	$\frac{)/(2)}{100} *$
Promoter and Promoter group	5,76,11,169	5,76,11,169	100	5,76,11,169	0	100	0
Public institutional holders	10,500	0	0	0	0	0	0
Public-others	2,15,03,519	30,74,726	14.30	30,74,726	0	100	0
Total	7,91,25,188	6,06,85,895	76.70	6,06,85,895	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 12th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 4: Ordinary Resolution for Ratification of Appointment of Statutory Auditor

Total No. of Shareholders	8,471		
Total No. of Shares	7,91,25,188		
E-voting Period	21 st September, 2015 to 23 rd September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	25	5,85,75,346
Total Votes cast through Polling at AGM	B	18	21,10,549
Grand Total of remote e-voting / Polling at AGM (A+B)	C	43	6,06,85,895
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	43	6,06,85,895

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were no such shareholder that have voted both through remote e-voting and polling at AGM.



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SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	5,76,11,169	5,76,11,169	100	5,76,11,169	0	100	0
Public institutional holders	10,500	0	0	0	0	0	0
Public-others	2,15,03,519	30,74,726	14.30	30,74,726	0	100	0
Total	7,91,25,188	6,06,85,895	76.70	6,06,85,895	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 139 of the Companies Act, 2013 as set out in the notice of AGM dated 12th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 5: Ordinary Resolution for Appointment of Director

Total No. of Shareholders	8,471		
Total No. of Shares	7,91,25,188		
E-voting Period	21 st September, 2015 to 23 rd September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	25	5,85,75,346
Total Votes cast through Polling at AGM	B	18	21,10,549
Grand Total of remote e-voting / Polling at AGM (A+B)	C	43	6,06,85,895
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	43	6,06,85,895

NOTES:

- i. Invalid voting was not taken into account for counting of votes.



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- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were no such shareholder that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	5,76,11,169	5,76,11,169	100	5,76,11,169	0	100	0
Public institutional holders	10,500	0	0	0	0	0	0
Public-others	2,15,03,519	30,74,726	14.30	30,74,726	0	100	0
Total	7,91,25,188	6,06,85,895	76.70	6,06,85,895	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 149, 152, 160 of the Companies Act, 2013 as set out in the notice of AGM dated 12th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 6: Ordinary Resolution for Appointment of Director.

Total No. of Shareholders	8,471		
Total No. of Shares	7,91,25,188		
E-voting Period	21 st September, 2015 to 23 rd September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	25	5,85,75,346
Total Votes cast through Polling at AGM	B	18	21,10,549
Grand Total of remote e-voting / Polling at AGM	C	43	6,06,85,895



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(A+B)			
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	43	6,06,85,895

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There were no such shareholder that have voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	5,76,11,169	5,76,11,169	100	5,76,11,169	0	100	0
Public institutional holders	10,500	0	0	0	0	0	0
Public-others	2,15,03,519	30,74,726	14.30	30,74,726	0	100	0
Total	7,91,25,188	6,06,85,895	76.70	6,06,85,895	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 149, 152, 160 of the Companies Act, 2013 as set out in the notice of AGM dated 12th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

I further report that as per the AGM notice dated 1st July, 2015, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.compucom.co.in and on the website of CDSL and shall also be communicated to the Stock Exchange.



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I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,



CS Manoj Maheshwari
Scrutinizer
FCS: 3355



For Compucom Software Limited

Surendra Kumar Surana
Chairman of 21st AGM
DIN: 00340866

Place: Jaipur
Date: 26th September, 2015

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(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

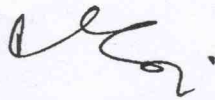
"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,




CS Manoj Maheshwari
Scrutinizer
FCS: 3355



Place: Jaipur
Date: 26th September, 2015

For Compucom Software Limited




Surendra Kumar Surana
Chairman of 21st AGM
DIN: 00340866