

Gist of the proceedings of 21st Annual General Meeting of Compucom Software Limited held on Thursday, September 24, 2015

The 21st Annual General Meeting of the members of the Company was held on Thursday, September 24, 2015 at 11.30 A.M., (IST) at "Krishna Auditorium", Compucom engineering college compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur-302022, Rajasthan, India which was Chaired by Mr. Surendra Kumar Surana Chairman and Managing Director.

Total 47 (Forty Seven) Members were present in person and/or through proxy as per the record of attendance.

The Statutory Auditors, Secretarial Auditors and the Scrutinizer were also present at the Annual General Meeting.

The Chairman gave an overview of the financial performance of the Company for the year ended March 31, 2015 and future outlook.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) and Clause 35B of the listing agreement, the Company had extended remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting period commenced at 10.00 A.M. on Monday, September 21, 2015 and concluded at 5.00 P. M. on Wednesday, September 23, 2015.


The Chairman informed the members that the Company had arranged for a poll on all the resolutions passed at the Meeting. On the invitation of the Chairman, several Members addressed the Meeting, gave in their suggestions and raised queries on the Company's accounts and businesses, which were replied to by the Chairman satisfactorily. The Chairman announced that the e-voting results alongwith the consolidated scrutinizers report will be announced on Saturday, September 26, 2015 at the registered office of the Company in evening. and shall also be placed on the website of the Company www.compucom.co.in and the website of CDSL, Depository www.evotingindia.com.

CS Manoj Maheshwari, Practicing Company Secretary, Jaipur, was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting and physical poll process.

The resolutions voted on by the Members, briefly, relates to:

ORDINARY BUSINESS:

1. **Ordinary Resolution** to consider and adopt the Financial Statements of the Company for the year ended 31 March, 2015 together with the reports of the Directors and Auditors thereon.
2. **Ordinary Resolution** to declare a Final Dividend on equity shares for the Financial Year 2014-2015.
3. **Ordinary Resolution** to Appoint a Director in place of Mr. Shubh Karan Surana, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment
4. **Ordinary Resolution** to ratify the appointment of M/s S. Misra and Associates, Chartered Accountants as Statutory Auditors of the Company for Financial Year 2015-16.

Swatjan


COMPUCOM

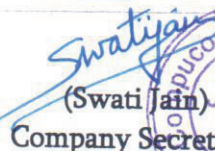
Software Limited

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SPECIAL BUSINESS:

5. **Ordinary Resolution** to appoint Mrs. Trishla Rampuria as Non-Executive Director of the Company.
6. **Ordinary Resolution** to appoint Mr. Ramesh Chand Jain as an Independent Director of the Company.

For Compucom Software Limited


(Swati Jain)
Company Secretary and
Compliance Officer

