

# COMPUCOM

## Software Limited

IT: 14-15 EPIP, RIICO Industrial Area,  
Sitapura, Jaipur - 302022 (India)  
Tel. 91-141-2770131, 5115908  
Fax: 91-141-2770335, 5115905  
Email: [cs@compucom.co.in](mailto:cs@compucom.co.in)  
CIN:-L72200RJ1995PLC009798

Ref. No.: CSL/CS/BSE/NSE/CSE/16-17/

Date: 10.09.2016

To,  
The Manager,  
Department of Corporate Services,  
BSE Limited,  
1<sup>st</sup> Floor, Rotunda Building, P.J. Tower,  
Dalal Street,  
Mumbai-400001  
Fax no. (022) 22723719/22722039/2041  
Email- [corp.compliance@bseindia.com](mailto:corp.compliance@bseindia.com)  
Scrip Code: 532339

National Stock Exchange of India Ltd.  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex Bandra (E)  
Mumbai - 400 051

Fax No. (022) 26598237/38

Email- [cmclist@nse.co.in](mailto:cmclist@nse.co.in)

Sub: Submission of Annual Report pursuant to Regulation 34 and Voting Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for 22<sup>nd</sup> Annual General Meeting of Equity shareholders of Compucom Software Limited held on September 9, 2016.

Dear Sir,

This is in reference to our Notice of AGM dated August 3, 2016 along with the explanatory statement seeking the consent of members vide E-voting and/or Poll with respect to the following items of business:

Ordinary resolution pursuant to Sec. 129 of the Companies Act, 2013, to receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 together with the reports of the Board of Directors and Auditors thereon.


Ordinary Resolution pursuant to Section 123 of the Companies Act, 2013, to declare a dividend on equity shares of Rs. 0.10 per equity share i.e. 5% for the year ended March 31, 2016.

Ordinary Resolution pursuant to Section 152 of the Companies Act, 2013 to re-appoint Mr. Ajay Kumar Surana (DIN: 01365819) as a director, who retires by rotation at this AGM.

Ordinary Resolution pursuant to Section 139 and Section 142 of the Companies Act, 2013 to ratify the appointment of M/s S. Misra & Associates, Chartered Accountants (Firm Registration No. 00472C) as Statutory Auditors of the Company for the financial year 2016-17.

Ordinary Resolution pursuant to Section 149 and Section 152 of the Companies Act, 2013 to appoint Mr. Ghisa Lal Chaudhary (Din: 03602194) as an Independent Director.

Ordinary Resolution pursuant to Section 149 and Section 152 of the Companies Act, 2013 to appoint Dr. Satish Kumar (Din: 07517644) as an Independent Director.

*Swati*  


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Special Resolution pursuant to Section 149 and Section 152 of the Companies Act, 2013 to Re-appoint Mr. Rajendra Prasad Udawat (Din: 00341110) as an Independent Director.

Special Resolution pursuant to Section 149 and Section 152 of the Companies Act, 2013 to Re-appoint Dr. Anjila Saxena (Din: 02353483) as an Independent Director.

Special Resolution pursuant to Section 14 of the Companies Act, 2013, to adopt new set of regulations by substituting the regulations contained in the existing Articles of Association of the Company.

We would like to inform you that the Resolutions mentioned in the Notice dated August 3, 2016 have been approved by the shareholders of the company with the requisite majority.

Find enclosed herewith Voting Results along with Scrutinizer's Report dated September 10, 2016 and the Annual Report as approved by the members of the Company.

You are requested to take the same on record and inform all those concerned accordingly.

Thanking You,

FOR Compucom Software Limited

  
CS Swati Jain

(COMPANY SECRETARY AND  
COMPLIANCE OFFICER)

CC: THE MANAGER,

The Calcutta Stock Exchange Limited

7, Lyons Range, Kolkata: 700001

Encl: A/a

Voting Results

Date of the AGM/EGM	9 <sup>th</sup> September, 2016
Total number of shareholders on record date	8771
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	2 (in personal), 3 (in proxy/Corporate) 29(in personal), 1( in proxy)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Arranged

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)			1. (a)Adoption of Audited Standalone Financial Statements of the Company for the Year ended March 31, 2016 together with the report of Board of Directors and Auditors Report.  (b) Adoption of Consolidated Audited Financial Statement of the Company for the year ended March 31, 2016 together with the report of Auditors on Consolidated Financial Statements. (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. 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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public-	E-Voting	12309	0	0	0	0	0	0

*Swati Jain*  
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Institutions	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	21484178	3030192	14.10%	3030192	-	100%	0
	Poll	200	200	100%	200	-	100%	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

Resolution required: (Ordinary/ Special)		2. Declaration of Final dividend on Equity Shares for the Financial Year 2015-16. (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. 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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public-	E-Voting	12309	0	0	0	0	0	-

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Institutions	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	21484178	3030192	14.10%	3030192	-	100%	0
	Poll	200	200	100%	200	-	100%	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

Resolution required: (Ordinary/Special)			3. Re-appointment of Mr. Ajay Kumar Surana as a Director of the Company who retires by rotation. (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. 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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public-Institution	E-Voting	12309	0	0	0	0	0	-
	Poll	-	-	-	-	-	-	-

*Suratyan*  
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s	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institution s	E-Voting	21484178	3030192	14.10%	3030192	-	100%	0
	Poll	200	200	100%	200	-	100%	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

Resolution required: (Ordinary/Special)			4. Ratification of appointment of M/s S. Misra & associates as Statutory auditor of Company for the financial year 2016-17. (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. 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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public- Institution s	E-Voting	12309	0	0	0	0	0	-
	Poll	-	-	-	-	-	-	-
	Postal	-	-	-	-	-	-	-

*Swatiya*  
JAIPUR

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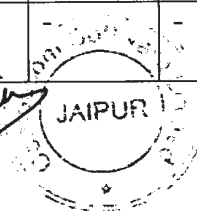
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	Ballot (if applicable)							
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	21484178	3030192	14.10%	3030192	-	100%	0
	Poll	200	200	100%	200	-	100%	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

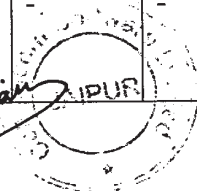
Resolution required: (Ordinary/Special)		5. Appointment of Mr. Ghisa Lal Chaudhary as an Independent Director. (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. votes polled (2)	% of Votes 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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public-Institutions	E-Voting	12309	0	0	0	0	0	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-

*Swati*  


	applicable)							
	Total	-	-	-	-	-	-	-
Public- Non Institution s	E-Voting	21484178	3030192	14.10%	3030192	-	100%	0
	Poll	200	200	100%	200	-	100%	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

Resolution required: (Ordinary/ Special)			6. Appointment of Dr. Satish Kumar as an Independent Director. (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public- Institution s	E-Voting	12309	0	0	0	0	0	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-

*Satish Kumar*  




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	Total	-	-	-	-	-	-	-
Public- Non Institution s	E-Voting	21484178	3030192	14.10%	3030192	-	100%	0
	Poll	200	200	100%	200	-	100%	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

Resolution required: (Ordinary/ Special)			7. Re-appointment of Mr. Rajendra Prasad Udawat as an Independent Director. (Special Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held  (1)	No. 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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public- Institution s	E-Voting	12309	0	0	0	0	0	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

*Swati*  
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	Poll	200	200	100%	200	-	100%	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

Resolution required: (Ordinary/ Special)		8. Re-appointment of Dr. Anjila Saxena as an Independent Director. (Special Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. 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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public- Institution s	E-Voting	12309	0	0	0	0	0	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

*Swati*  
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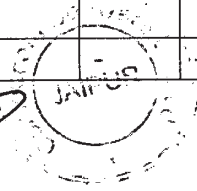
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Public- Non Institution s	E-Voting	21484178	3030192	14.10%	3030192	-	100%	0
	Poll	200	200	100%	200	-	100%	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

Resolution required: (Ordinary/ Special)			9. Amendment of Articles of Association of the Company. (Special Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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	E-Voting	57628501	37731057	65.47	37731057	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	57628501	37731057	65.47	37731057	0	100%	0
Public- Institution s	E-Voting	12309	0	0	0	0	0	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

*Swati*  


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	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	21484378	3030392	14.10%	3030392	-	100%	0
Total		79125188	40761449	51.51%	40761449	-	100%	0

Result: Resolution passed with requisite majority.

For Compucom Software Limited

  
(Swati Jain)  
Company Secretary & Compliance Officer

Date: 10.09.2016

Place: Jaipur

# **MANOJ MAHESHWARI**

## **COMPANY SECRETARY**

( 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto: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

22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Compucom Software Limited held on Friday, 9<sup>th</sup> September, 2016 at 12:15 P.M. at "Krishna Auditorium", Compucom Institute of Technology and Management Compound, in front of Compucom Software Limited Office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur 302 022.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and Polling for 22<sup>nd</sup> Annual General Meeting of Equity Shareholders held on 9<sup>th</sup> September, 2016.**

Pursuant to the resolution passed by the Board of Directors of **COMPUCOM SOFTWARE LIMITED** (hereinafter referred to as "Company") on Wednesday, 3<sup>rd</sup> August, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 22<sup>nd</sup> 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 22<sup>nd</sup> 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Regulations"), every company having its equity shares listed on Recognized Stock Exchange(s), 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 Regulations, 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 Limited (herein after referred as "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 Website <https://www.evotingindia.com>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating E-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 in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 3<sup>rd</sup> August, 2016 sent to the shareholders by electronic means via e-mail and book post. The members of the Company as on the cut-off date i.e. 2<sup>nd</sup> September, 2016 were



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entitled to vote on the resolutions contained in the Notice to the 22<sup>nd</sup> AGM of the members of the Company.

The notice of 22<sup>nd</sup> AGM contains the following resolutions:

<b>BUSINESS ITEMS TRANSACTIONED AT THE AGM</b>	<b>TYPE AND DESCRIPTION OF RESOLUTIONS</b>
<b>1) Ordinary Resolution: Adoption of:</b> (i) <b>Audited Standalone Financial Statements along with the Board's Report &amp; Auditor's Report</b> (ii) <b>Audited Consolidated Financial Statement and Auditor's Report</b>	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 Standalone and Consolidated Financial Statements of the Company for the year ended 31 March, 2016 together with the reports of the Board of Directors and Auditors thereon.
<b>2) Ordinary Resolution: Declaration of final dividend on Equity Shares for the financial year 2015-16</b>	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 final dividend of Rs. 0.10 per Equity Share of Rs. 2/- each for the financial year 2015-16.
<b>3) Ordinary Resolution: Appointment of Director, liable to retire by rotation at the AGM</b>	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. Ajay Kumar Surana (DIN: 01365819) as a Director, who retires by rotation at this AGM.
<b>4) Ordinary Resolution: Ratification of appointment of the Statutory Auditors of the Company</b>	Ordinary Resolution under Section 139, 142 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 of M/s S. Misra & Associates, Chartered Accountants, Jaipur (Firm Registration No. 004972C) as Statutory Auditors of the Company.
<b>Special Business</b>	
<b>5) Ordinary Resolution: Appointment of Mr. Ghisa Lal Chaudhary as an Independent Director</b>	Ordinary Resolution under Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment & Qualification of Directors) Rules, 2014 to appoint Mr. Ghisa Lal Chaudhary (DIN: 03602194) as an independent Director of the Company for a period of 3 years who was appointed as Additional Director in Board Meeting held on 11 <sup>th</sup> February, 2016.
<b>6) Ordinary Resolution: Appointment of Dr. Satish Kumar as an Independent Director</b>	Ordinary Resolution under Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment & Qualification of Directors) Rules, 2014 to appoint Dr. Satish Kumar (DIN: 07517644) as an independent Director of the Company for a period of 2 years who was appointed as Additional Director in Board Meeting held on



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	25 <sup>th</sup> May, 2016.
<b>7) Special Resolution: Reappointment of Mr. Rajendra Prasad Udawat as an Independent Director</b>	Special Resolution under Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment & Qualification of Directors) Rules, 2014 to appoint Mr. Rajendra Prasad Udawat (DIN: 00341110) as an independent Director of the Company for a period of 3 years who was appointed as Additional Director in Board Meeting held on 2 <sup>nd</sup> April, 2016.
<b>8) Special Resolution: Reappointment of Dr. Anjila Saxena as an Independent Director</b>	Special Resolution under Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment & Qualification of Directors) Rules, 2014 to appoint Dr. Anjila Saxena (DIN: 02353483) as an independent Director of the Company for a period of 2 years who was appointed as Additional Director in Board Meeting held on 3 <sup>rd</sup> August, 2016.
<b>9) Special Resolution: Adoption of new Articles of Association of the Company</b>	Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Incorporation) Rules, 2014, to adopt new set of Regulations of the Company containing regulation in conformity with the Companies Act, 2013 to the entire exclusion of the existing Articles of Association of the Company.



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Further to the above, I submit my report as under:-

- 1) That the AGM notice dated 3<sup>rd</sup> August, 2016 under section 101 of the Companies Act, 2013 was dispatched to 3,456 (Three Thousand Four Hundred and Fifty Six only) shareholders by means of post and 5,308 (Five Thousand Three Hundred Eight) shareholders by electronic means via e-mail on or before 16<sup>th</sup> August, 2016. As confirmed by management, there were 33 (Thirty Three) such envelopes containing notice of AGM which were returned undelivered and there were 636 (Six Hundred Thirty Six) 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 17<sup>th</sup> August, 2016 in "Mint", 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 means of post and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Monday, 05<sup>th</sup> September, 2016 at 09.00 A.M. and ended on Thursday, 08<sup>th</sup> September, 2016 at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Friday, 2<sup>nd</sup> September, 2016 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 the 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 2<sup>nd</sup> September, 2016, were 7,91,25,188. As on cut-off date, out of 8,771 (Eight Thousand Seven Hundred and Seventy One) shareholders, 34 (Thirty Four) shareholders have exercised their votes through remote e-voting and 3 (Three) shareholders have exercised their votes through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:





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**Item No 1: Ordinary Resolution for**(i) **Adoption of Audited standalone Financial Statements along with the report of Board of Director's and Auditor's thereon**(ii) **Adoption of consolidated financial statement and auditor's report thereon**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 129 of the Companies Act, 2013 as set out in the notice of AGM dated 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 2: Ordinary Resolution for declaration of final dividend on Equity Shares for the financial year 2015-16**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 123 of the Companies Act, 2013 as set out in the notice of AGM dated 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 3: Ordinary Resolution for appointment of Director, retired by rotation at the AGM**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 4: Ordinary Resolution for Ratification of Appointment of Statutory Auditors**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 5: Ordinary Resolution for appointment of Mr. Ghisa lal Chaudhary as an Independent Director of the Company**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 and 152 read with Schedule IV of the Companies Act, 2013 as set out in the notice of AGM dated 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 6: Ordinary Resolution for appointment of Dr. Satish Kumar as an Independent Director of the Company**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 and 152 read with Schedule IV of the Companies Act, 2013 as set out in the notice of AGM dated 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 7: Special Resolution for re-appointment of Mr. Rajendra Prasad Udawat as an Independent Director of the Company**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 special resolution under Section 149 and 152 read with Schedule IV of the Companies Act, 2013 as set out in the notice of AGM dated 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

( 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

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

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

**Item No 8: Special Resolution for re-appointment of Dr. Anjila Saxena as an Independent Director of the Company**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 special resolution under Section 149 and 152 read with Schedule IV of the Companies Act, 2013 as set out in the notice of AGM dated 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI****COMPANY SECRETARY**

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**Item No 9: Special Resolution for adoption of new Articles of Association of the Company**

Total No. of Shareholders	8,771		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	05 <sup>th</sup> September, 2016 to 08 <sup>th</sup> September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	34	4,07,61,249
Total Votes cast through Polling at AGM	B	3	200
Grand Total of remote e-voting / Polling at AGM (A+B)	C	37	4,07,61,449
Less: Invalid/abstain 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	37	4,07,61,449

**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 is no case where the shareholder has 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	5,76,28,501	3,77,31,057	65.47	3,77,31,057	Nil	100%	Nil
Public institutional holders	12,309	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	2,14,84,378	30,30,392	14.10	30,30,392	Nil	100%	Nil
<b>Total</b>	<b>7,91,25,188</b>	<b>4,07,61,449</b>	<b>51.51</b>	<b>4,07,61,449</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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 special resolution under Section 14 of the Companies Act, 2013 as set out in the notice of AGM dated 3<sup>rd</sup> August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

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

I further report that as per the AGM notice dated 3<sup>rd</sup> August, 2016, 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](http://www.compucom.co.in) and on the website of CDSL and shall also be communicated to the Stock Exchange(s).

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 on the 22nd**  
**Annual General Meeting**  
**DIN: 00340866**

**Place: Jaipur**

**Date: September 10, 2016**

**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

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I further report that as per the AGM notice dated 3<sup>rd</sup> August, 2016, 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](http://www.compucom.co.in) and on the website of CDSL and shall also be communicated to the Stock Exchange(s).

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: September 10, 2016**



**For Compucom Software Limited**

  
**JAIPUR**  
**Surendra Kumar Surana**  
**Chairman on the 22nd**  
**Annual General Meeting**  
**DIN: 00340866**