

MANOJ MAHESHWARI

COMPANY SECRETARY

{ 2370 954; 93145 04821 (M)

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

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

SCRUTINIZER'S REPORT

To,

The Chairman of

23rd Annual General Meeting of the Equity Shareholders of Compucom Software Limited held on Wednesday, 27th September, 2017 at 11:30 A.M. at "KRISHNA AUDITORIUM" Compucom Institute of Technology and Management Compound, SP-5, EPIP, RICCO Industrial Area, Sitapura, Jaipur-302022(Rajasthan).

Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the 23rd Annual General Meeting of Compucom Software Limited held on Wednesday, 27th September, 2017 at 11:30 A.M.

The Board of Directors of Compucom Software Limited (hereinafter referred to as "Company") at its meeting held on Wednesday, 30th August, 2017, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited (hereinafter referred as "CDSL") as the service provider, for the purpose of extending the facility of remote e-voting to the members of the company. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agents (hereinafter referred as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted in the 23rd Annual General Meeting (AGM) of the Company, which was held on Wednesday, 27th September, 2017.
- The Service Provider had set up electronic voting facility on their website, www.evotingindia.com. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 25th August, 2017 and as on that date, there were 11,690 Members of the Company. The company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to Members whose email Id were made available by the two Depositories and for those members, holding shares in physical form, who had registered their email-id with the RTA. In respect of members, whose email-id is not available; notices were sent by Book post. In respect of cases, where the



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transmissions through e-mail had failed, the company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by Book post.

- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Wednesday, 20th September, 2017.
- The remote e-voting period remained open from Saturday, 23rd September, 2017 at 9:00 A.M. and ended on Tuesday, 26th September, 2017 at 05:00 P.M.
- The Company completed the dispatch of the notices to the members by Saturday, 02nd September, 2017.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in "Mint" English Newspaper in English Language and "Samachar Jagat" Vernacular Newspaper in vernacular language dated Monday, 4th September, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Tuesday, 26th September, 2017 at 05:00 P.M., the voting portal of the Service provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number of shares held was obtained from the service provider.
- At the venue of the 23rd AGM of the Company held on Wednesday, 27th September, 2017, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.
- There were no votes cast at the venue of the AGM through ballot paper. The votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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Item No. 1: Ordinary Resolution:

To consider and adopt the:

- Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the report of Directors and Auditors thereon, and
- Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the report of auditors thereon.

Total No. of Shareholders/folios	11,927		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	23 rd September, 2017 to 26 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	32	5,57,31,527
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	32	5,57,31,527
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	1	15
Net remote e-voting/ Polling at AGM(C-D)	E	31	5,57,31,512

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid 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	5,47,73,030	5,27,52,730	96.312%	5,27,52,730	0	100%	0%
Public institutional holders	10,500	0	0%	0	0	0%	0%
Public-others	2,43,41,658	29,78,782	12.237%	29,77,282	1,500	99.950%	0.050%
Total	7,91,25,188	5,57,31,512	70.435%	5,57,30,012	1,500	99.997%	0.003%

Percentage of Votes cast in favour: 99.997% | Percentage of votes cast against: 0.003%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.997%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 30th August, 2017 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:

To declare final dividend of Rs. 0.10 per equity shares for the year ended March 31, 2017

Total No. of Shareholders/Folios	11,927		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	23 rd September, 2017 to 26 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	32	5,57,31,527
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	32	5,57,31,527
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	32	5,57,31,527

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid 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	5,47,73,030	5,27,52,730	96.312%	5,27,52,730	0	100%	0%
Public institutional holders	10,500	0	0%	0	0	0	0%
Public-others	2,43,41,658	29,78,797	12.237%	29,77,297	1500	99.950%	0.050%
Total	7,91,25,188	5,57,31,527	70.435%	5,57,30,027	1500	99.997%	0.003%

Percentage of Votes cast in favour: 99.997% | Percentage of votes cast against: 0.003%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.997%, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 30th August, 2017 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:

To Appoint a Director in place of Mrs. Trishla Rampuria (DIN: 07224903), who retires by rotation and being eligible, offers herself for re-appointment

Total No. of Shareholders/Folios	11,927		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	23 rd September, 2017 to 26 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	32	5,57,31,527
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	32	5,57,31,527
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	1	15
Net remote e-voting/ Polling at AGM(C-D)	E	31	5,57,31,512

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid 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	5,47,73,030	5,27,52,730	96.312%	5,27,52,730	0	100%	0%
Public institutional holders	10,500	0	0%	0	0	0	0%
Public-others	2,43,41,658	29,78,782	12.237%	29,74,807	3,975	99.867%	0.133%
Total	7,91,25,188	5,57,31,512	70.435%	5,57,27,537	3,975	99.99%	0.01%

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 30th August, 2017 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:**To Appoint Statutory Auditors of the company.**

Total No. of Shareholders/Folios	11,927		
Total No. of Shares	7,91,25,188		
Remote E-voting Period	23 rd September, 2017 to 26 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	32	5,57,31,527
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	32	5,57,31,527
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	1	15
Net remote e-voting/ Polling at AGM(C-D)	E	31	5,57,31,512

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid 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	5,47,73,030	5,27,52,730	96.312%	5,27,52,730	0	100%	0%
Public institutional holders	10,500	0	0%	0	0	0	0%
Public-others	2,43,41,658	29,78,782	12.237%	29,75,631	3,151	99.89%	0.11%
Total	7,91,25,188	5,57,31,512	70.435%	5,57,28,361	3,151	99.99%	0.01%

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, 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 30th August, 2017 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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All the Resolutions mentioned in the AGM Notice dated 30th August, 2017 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

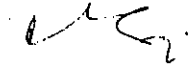
A soft copy, containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting. Relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

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

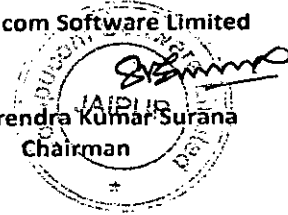


CS Manoj Maheshwari
Scrutinizer



For Compucom Software Limited


Surendra Kumar Surana
Chairman



FCS: 3355

C.P. No. 1971

Place: Jaipur

Date: 29th September, 2017