

NOTICE OF THE THIRTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First Annual General Meeting (“AGM/ Meeting”) of the members of Compucom Software Limited will be held on Saturday, September 27, 2025, at 04:00 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To adopt the:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, together with the reports of Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, together with the report of Auditors thereon.
2. To declare a final dividend of 10% i.e. Rs. 0.20 per equity share for the financial year ended on March 31, 2025.
3. To appoint a director in place of Mr. Vaibhav Surana (DIN: 05244109), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

4. TO APPOINT M/S. V. M. & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and other rules, guidelines and circulars issued in this regard, from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. V. M. & Associates, Practicing Company Secretaries, Jaipur (Firm Registration No. P1984RJ039200 and Peer Review Certificate No.: 5447/2024) be and is hereby appointed as Secretarial Auditors of the Company to hold office for a term of 5 (five) consecutive years commencing from April 01, 2025 to March 31, 2030 at an annual audit fee as mentioned in the explanatory statement annexed hereto, with an authority to the Board of Directors to revise the terms and conditions of appointment, including any increase in remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

5. TO RE-APPOINT OF MR. SURENDRA KUMAR SURANA (DIN: 00340866) AS A CHAIRPERSON, MANAGING DIRECTOR (CMD) AND CHIEF EXECUTIVE OFFICER: -

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association and all other applicable rules, Laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Surendra Kumar Surana (DIN: 00340866) as Chairperson, Managing Director (CMD) and Chief Executive Officer (CEO) of the Company for a further period of 3 years (Three years) w.e.f. July 10, 2025 to July 09, 2028 (both days inclusive) on the terms and conditions including remuneration, as set out below with liberty to the Board of Directors to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified in this resolution.:-

A: Basic Salary: Upto Rs. 5,00,000/-per month (Rupees Five Lakhs Only)

B: Perquisites. In addition to the above, the following perquisites not exceeding the overall ceiling as prescribed under schedule V of the Act up to upto Rs. 2,00,000/- per month (Rs. Two Lacs Only), will be provided to Mr. Surendra Kumar Surana.

Category I

- (a) **Housing:** Furnished residential accommodation will be provided in lieu whereof rent @7.5% of his basic salary will be deducted. Expenses towards water, electricity and servants shall be borne and paid by the Company at actual in respects of which 7.5% of the basic salary shall be deducted by the Company. If the Company is unable to provide accommodation or the appointee is able to arrange his own accommodation, then the Company will furnish and maintain the premises and also bear the expenses of servants, electricity, water, etc. at actual in respect of which 15% of the basic salary shall be deducted by the company.
- (b) **Club Fee:** Fee including admission and life membership fee for a maximum of two clubs.

Category II

In addition to the perquisites, Mr. Surendra Kumar Surana shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

- (a) **Provident Fund:** Company's Contribution to provident fund as per rules of the company.
- (b) **Gratuity:** payable in accordance with the rules of the company.
- (c) **Superannuation/ annuity Fund:** payable in accordance with any rules framed from time to time by the company in this regard.
- (d) **Earned Leave:** on full pay and allowances, as per rules of the company but not exceeding one month's leave for every eleven months of service.

Category III

- a) **Conveyance**
Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company
- b) **Medical**
Medical Expenses of him along with his spouse and their close relatives as per Section 2(77) of the Act shall be reimburse by the company.
- c) **Telephone**
Free telephone facility at residence. Personal long-distance calls shall be billed by the Company.
- d) **Reimbursement of Expenses**
Apart from the remuneration as aforesaid, Mr. Surendra Kumar Surana shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
- e) **Sitting Fee**
No sitting fee shall be paid to Mr. Surendra Kumar Surana for attending the Meetings of Board of Directors or any committee thereof. Where in any financial year, the company has no profits, or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Surendra Kumar Surana subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

- a) Mr. Surendra Kumar Surana will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- b) Either party giving the other party three-months prior notice in writing to that effect may terminate the agreement.
- c) If at any time Mr. Surendra Kumar Surana ceases to be Director of the Company for any reason whatsoever, he shall cease to be the CMD & CEO.
- d) He shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Act, or any other relevant statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Surendra Kumar Surana

be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT subject to the applicable provisions and subject to the applicable statutory approvals, approval of the Company be and is hereby accorded for ratification and confirmation of all acts, deeds and whatsoever done, signed and executed by Mr. Surendra Kumar Surana for and on behalf of the Company by virtue of his position of the CMD & CEO of the Company from July 10, 2025 to September 27, 2025, including and not limited to the powers and authorities vested in him by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is here by authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters, things and take all such steps as may be necessary, proper, expedient to give effect to this resolution”

6. TO RE-APPOINT MRS. SUNITA GARG (DIN: 10625487) AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Sunita Garg (DIN: 10625487) who was appointed as an Independent Director in the 30th Annual General Meeting of the Company held on August 24, 2024 and who holds office of Independent Director up to May 26, 2026 and who meets the criteria for independence as provided in section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act be and is hereby re-appointed as an Independent Director of the Company, for a second term of 3 years with effect from May 27, 2026 to May 26, 2029 (both days inclusive), and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. TO RE-APPOINT DR. ASHWINI KUMAR SHARMA (DIN:03185731) AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Dr. Ashwini Sharma (DIN: 03185731) who was appointed as an Independent Director in the 30th Annual General Meeting of the Company held on August 24, 2024 and who holds office of Independent Director up to May 26, 2026 and who meet the criteria for independence as provided in section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act be and is hereby re-appointed as an Independent Director of the Company, for a second term of 3 years with effect from May 27, 2026 to May 26, 2029(both days inclusive), and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: August 07, 2025
Place: Jaipur

By order of the Board of Directors
For Compucom Software Limited

Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302022 (Rajasthan)

Sd/-
(Mrs. Varsha Ranee Choudhary)
Company Secretary & Compliance Officer
M. No.: ACS 39034

NOTES:

1. This Annual General Meeting (“AGM”) is convened through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) pursuant to General Circular number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05,2020 and subsequent circulars issued in this regards, the latest being 09/2024 dated September 19, 2024 by the Ministry of Corporate Affairs (MCA) and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and subsequent circulars issued in this regards, the latest being Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 by the Securities and Exchange Board of India (hereinafter collectively referred to as “Circulars”) which allows the companies to hold the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue of the 31st AGM shall be the registered office of the Company situated at IT 14 -15, EPIP, Sitapura, Jaipur - 302022 (Rajasthan)
2. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice.
3. The attendance of the members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under section 103 of the Act.
4. Pursuant to the provisions of Section 112 and Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address to investor@compucom.co.in with a copy marked to voting@cDSLindia.com.
5. The Explanatory Statement pursuant to section 102(1) of the Act, in respect of the special business i.e. Item No. 4 to 7 to be transacted at the Meeting is annexed hereto. Further, the relevant details as required, under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment or re-appointment at this AGM are also annexed.
6. Members are informed that in case of joint holders attending the Meeting, only such Joint holders who is higher in the order of the names will be entitled to vote.
7. The Company has fixed Saturday September 20, 2025, as the ‘Record Date’ for determining entitlement of members to receive dividends for the FY 2024-25, if approved at the AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details, bank account number, IFSC code, etc.
 - a. **For shares held in electronic form:**

To their Depository Participants (DPs)
 - b. **For shares held in physical form:**

To the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 pursuant to SEBI Master Circular No. **SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025**
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing services requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of security certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, and also transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-5 (for transmission) and ISR-4 (for all other service requests), the format of which is available on Company’s website: www.compucom.co.in

10. As per the provisions of Section 72 of the Act and Master Circular No. **SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025**, the facility for making nomination is available for the members in respect of the shares held by them. The members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.compucom.co.in. **For shares held in electronic form** to contact their Depository Participants and to Company and Registrar and Transfer Agent in case shares are held in physical form.
11. The Dividend of Rs. 0.20/- per share of face value Rs 2.00 each (i.e.10%) the total dividend payout will be Rs.1,58,25,037.6 as recommended by the Board, if declared at the Meeting, will be made payable, after deduction of applicable tax (TDS), within 30 days of the date of declaration i.e. September 27, 2025, to those Members, subject to deduction of tax: -
- Whose names appear as Members in the Register of Members of the Company after giving effect to valid Share Transfers in physical form lodged with the Company/Registrar and Share Transfer Agent (RTA) on or before September 20, 2025, and
 - Whose names appear as Beneficial Owners in the list of Beneficial Owners on September 20, 2025, to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.

Members may please note that SEBI Master Circular No. SEBI/HO/MIRSD/MIRSDPoD/P/CIR/2025/91 dated June 23, 2025, in supersession of earlier circulars issued on the subject has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details, bank account details and specimen signature.

Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with RTA (in case of shares held in physical mode) and depository participants (in case shares held in demat mode).

However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2024-25 does not exceed Rs. 5000/- by any mode other than cash. Shareholders are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%.

12. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to the corporate governance report which is a part of this Annual Report and FAQ of investor page on Company's website www.compucom.co.in.
13. The details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority are timely uploaded to the Company's website at www.compucom.co.in.
14. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or arrangements in which the directors are interested maintained under section 170 and under section 189 of the Act respectively will be available electronically for inspection by the members during the AGM i.e. September 27, 2025. Members seeking to inspect such documents can send an email to investor@compucom.co.in.
15. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to the Company's RTA for consolidation into single folio.
17. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to have the information ready at the meeting.

18. **“GO GREEN” Initiative:** In support of the “Green Initiative” announced by the Government of India as well as Regulation 36 of Listing Regulations and applicable provisions of the Act, the Company hereby request to the Members holding shares in demat mode and physical mode who have not updated their email IDs to update the same with their respective Depository Participant(s) and MCS Share Transfer Agent Limited, RTA of the Company quoting their folio number(s) respectively.
19. In compliance with the aforesaid Circulars, notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further as per Regulation 36 of Listing Regulations, a letter providing the weblink including the exact path, where complete details of Annual Report are available, is being sent by the Registrar and Share Transfer of the Company to those shareholders who have not registered their email address(es), at their address registered with the Company. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company’s website www.compucom.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd at <http://www.bseindia.com> and <http://www.nseindia.com> respectively and on the website of CDSL <http://www.evotingindia.com>. For any query Shareholder may contact us at e-mail: investor@compucom.co.in.
20. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this notice.
21. SEBI vide Circulars Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (as amended), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal smartodr.in/intermediary/login and at Company’s website: www.compucom.co.in

22. Voting through electronic means: -

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations, read with the Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL

23. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available up to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
24. The e-voting period commences on Tuesday, September 23, 2025 (9:00 A.M. IST) and ends on Friday, September 26, 2025 (5:00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. Saturday, September 20, 2025, may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their shares of the paid-up equity share capital of the company as on the cut-off date, i.e. Saturday September 20, 2025.
25. Those shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
26. Shareholders who have already voted by remote e-voting prior to the meeting may also attend the meeting through VC/OAVM but shall not be entitled to cast their vote again.
27. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary and failing him CS Priyanka Agarwal FCS 11138, Practicing Company Secretary has been appointed as the Scrutinizer and Alternate Scrutinizer respectively to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.

28. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. Saturday September 20, 2025 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
29. The Scrutinizer shall submit, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
30. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.compucom.co.in. and on the website of CDSL www.evotingindia.com. The Company shall simultaneously forward the results to National Stock Exchange of India Ltd and BSE Limited where the shares of the Company are listed.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER: -

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Listing Regulations; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to the abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Compucom Software Limited on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@compucom.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior i.e. up to September 21, 2025 (05:00 PM IST) to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@compucom.co.in. Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Date: August 07, 2025
Place: Jaipur

By order of the Board of Directors
For Compucom Software Limited

Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302022 (Rajasthan)

Sd/-
(Mrs. Varsha Ranee Choudhary)
Company Secretary & Compliance Officer
M. No.: ACS 39034

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“The Act”) FORMING PART OF THE NOTICE

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice: -

Item no. 4: -

In accordance with Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), every listed company and certain prescribed class of companies are required to annex a Secretarial Audit Report issued by a Company Secretary in practice, with their Board’s Report prepared under Section 134(3) of the Act.

Further, the Securities and Exchange Board of India (“SEBI”) vide its notification dated December 12, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“the Listing Regulations”). The amended provisions read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, inter-alia prescribes the term of appointment/ re-appointment, eligibility criteria, qualifications and disqualifications of the Secretarial Auditor of a listed entity.

Pursuant to the aforesaid amendment, every listed entity is required to appoint a Secretarial Auditor who holds a valid Peer Review Certificate and annex the Secretarial Audit Report to its Annual Report. Moreover, the Listing Regulations stipulates that the appointment/ re-appointment of an individual as Secretarial Auditor cannot be for more than one term of 5 (five) consecutive years and in case of a firm, it cannot exceed two terms of 5 (five) consecutive years each. Such appointment/re-appointment must be approved by the shareholders of the Company at the Annual General Meeting, based on recommendation of the Board of Directors. Additionally, any association of the individual or firm as the Secretarial Auditor of the listed entity prior to March 31, 2025, shall be excluded while calculating the permissible tenure.

Accordingly, in compliance with the above provisions and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 27, 2025, approved and recommended for the approval of the members, the appointment of M/s V.M. & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from April 01, 2025 to March 31, 2030.

It is pertinent to note that M/s V.M. & Associates served as the Secretarial Auditor of the Company for the FY 2024-25 and in preceding years. While considering their appointment, the Board of Directors and the Audit Committee considered several factors, including the firm’s familiarity with the Company’s business and operations, technical expertise, professional competence, industry knowledge and ability to navigate a dynamic and regulated business environment. Based on this evaluation, M/s V.M. & Associates was found to be suitably qualified to conduct the Secretarial Audit of the Company effectively.

Brief Profile of the Secretarial Auditor:

M/s V.M. & Associates (Firm Registration No.: P1984RJ039200 and Peer Review Certificate No.: 5447/2024) (“VM”/ “The firm”) is a leading firm of Practicing Company Secretaries with over three decades of rich and diverse professional experience. Renowned for its commitment to excellence, the Firm specializes in Secretarial Audits, Due Diligence, IPOs and provides a comprehensive range of advisory, representation and compliance services under Company Law, SEBI Regulations, FEMA Regulations, RBI Directions, Mergers & Acquisitions, amongst others.

Over the years, VM has successfully catered to clients across a broad spectrum of industries including Banking, Financial Services, Information Technology, Leather, Textiles, Mining, Wire & Cables, Stock Broking, Education, Tourism, Real Estate, FMCG etc.

Backed by a dedicated and highly skilled team of professionals, VM is committed to meeting the evolving expectations of the corporate sector, while upholding the highest standards of corporate governance and professional integrity.

M/s V.M. & Associates shall be paid an annual audit fee of Rs. 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred at actuals, for conducting the Secretarial Audit of the Company for the FY 2025-26. Further, the Board of Directors, based on the recommendation of Audit Committee, shall be authorised to revise the terms and conditions of appointment, including any increase in remuneration for the remaining duration of the term, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

M/s V.M. & Associates has given its consent to act as the Secretarial Auditor of the Company and has provided the requisite consent-cum-eligibility letter, confirming that the proposed appointment, if made, will be within the limit specified by the Institute of Companies Secretaries of India and in compliance with the provisions of the Act and the Listing Regulations.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out at item no. 4 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 4 of the Notice.

Item no. 5: -

Mr. Surendra Kumar Surana was appointed as Managing Director at the Twenty-Eighth Annual General Meeting (“AGM”) dated August 24, 2022, of the Company for a term of three years (3) commenced from July 10, 2022, and ends on July 09, 2025.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the ‘Board’), at its meeting held on May 27, 2025 approved the re- appointment of Mr. Surendra Kumar Surana as Chairperson, Managing Director (CMD) and Chief Executive Officer, for a period of 3 (Three) years with effect from July 10, 2025 to July 09, 2028 on terms and conditions of his appointment as set out in the resolution subject to the approval of shareholders at the ensuing AGM.

The Company has, in terms of Section 160(1) of the Companies Act, 2013, (“Act”) received in writing a notice from a Member, proposing his candidature for the office of Director. Mr. Surendra Kumar Surana possesses skills, experience and knowledge; inter alia, in handling critical portfolio with his outstanding performance, leadership and project management skills.

The Company has received from Mr. Surendra Kumar Surana (i) a consent in writing to act as CMD and Chief Executive Officer in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (1) of Section 164 of the Companies Act, 2013 and not debarred from holding the office by virtue of any SEBI Order or any other authority, and (iii) Notice of interest in Form MBP-1 in terms of section 184(1), and other applicable provisions of the Act.

INFORMATION PURSUANT TO PARA 1(A) OF SECTION II OF PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013
I. General Information

1. Nature of Industry: Software, E-Learning, Wind Power Generation, Cold Storage & Hotel.
2. Date of commencement of business: March 31,1995.
3. Financial Performance based on given indicators: The financial performance of the Company during the previous three financial years is as under: -

Particular	Financial Year Ended		
	31.03.2025	31.03.2024	31.03.2023
Revenue from Operations	2920.89	6381.29	5110.14
Other Income	523.77	368.87	254.19
Profit Before interest & Depreciation	1299.66	1476.79	1545.38
Interest	379.55	213.09	39.66
Profit Before Depreciation	920.11	1263.7	1505.94
Depreciation	591.95	616.00	676.58
Exceptional items	0	0	98.50
Profit before Tax	328.16	647.70	730.86
Provision for Tax	228.88	173.76	266.31
Profit After Tax	228.88	473.94	464.55

II. Information About the Appointee:

1. Background details: Mr. Surendra Kumar Surana aged about 63 years is one of the promoters of the Company. He is CMD and Chief Executive Officer of the Company from July 10, 2022, and holding 2037965 Equity Shares in the Company as on May 27, 2025.

- **Past Remuneration and Proposed Remuneration:**

Past Remuneration	Proposed Remuneration
Basic Pay upto Rs. 30,00,000 per annum. Other perquisites as per Special resolution passed by shareholders on dated August 24, 2022 (From July 10, 2022, to July 09, 2025)	Basic Pay upto Rs. 30,00,000 per annum. Other perquisites as mentioned in the Resolution (From July 10, 2025, to July 09, 2028)

- **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The Company has paid up share capital of Rs. 1582.50 Lakhs and is listed with two Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. with approx. 35000 shareholders. It is engaged in the business of Software and Learning Solutions with Turnover of Rs. 2920.89 Lakhs during the F.Y. 2024-25. Considering the size of the Company and profile of Mr. Surendra Kumar Surana and responsibilities shouldered by him the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies in the same Industry.

- **Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any:**

Excepting the payment of remuneration for their services detailed in the resolution he has no other pecuniary relationship with the Company. None of other Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ajay Kumar Surana, Director and Vaibhav Suranaa, Executive Director being related to each other are interested in this resolution.

III. Other information:

1. **Reasons for loss or inadequate profit:** The Company earned profit after tax of Rs. 228.88 Lakhs for the financial year 2024-25 as compared to Profit after Tax of Rs.473.94 Lakhs in the year 2023-24. During the financial year 2024-

25, the Company is having inadequate profit. In the coming years also, the Company may have inadequate profits and therefore this resolution has been proposed.

2. **Steps taken or proposed to be taken for improvement:** The Company has undertaken diversification in the hospitality industry and Cold Storage, Hotel Business in the near future. The Company is hopeful that these measures will yield good returns in future.

Justification for the appointment of Mr. Surendra Kumar Surana as required under section 196(3) of the Act: Mr. Surendra Kumar Surana is one of the Promoters of the Company and he has reached age of 63. Surendra Kumar Surana is an electric engineer, rose to handle critical portfolio with his outstanding performance, leadership and project management skills also have 35 years rich experience in Indian IT & Education industry. Accordingly, approval of the members is sought to pass a Special Resolution for the appointment of Mr. Surendra Kumar Surana as a CMD and Chief Executive Officer, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

The CMD and Chief Executive Officer will perform his respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board. The CMD and Chief Executive Officer shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors. The CMD and Chief Executive Officer shall adhere to the Company's Code of Conduct & Ethics for Directors and Management Personnel.

Brief resume and other details of Mr. Surendra Kumar Surana, as stipulated under Regulation 36(3) of Listing Regulations and as per Secretarial Standard 2 on General Meeting, are provided in the annexure of the Notice.

The resolution seeks the approval of the members in terms of Section 196 and 197 read with Schedule V and other applicable provisions of the Act and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Surendra Kumar Surana as the CMD and Chief Executive Officer designated as Executive Director with effect from July 10, 2025.

Save and except, Mr. Surendra Kumar Surana being appointee, Mr. Ajay Kumar Surana, being a brother and Mr. Vaibhav Suranaa being a son, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item no. 6 :-

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five years on the Board and shall be eligible for re-appointment on passing a special resolution by the company. Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

Mrs. Sunita Garg (DIN: -10625487) was appointed as Independent Director on the Board of the Company pursuant to the provision of Section 149 of the Act read with the companies (Appointment and Qualification of Director) Rule, 2014. She is regularised in the 30th AGM dated August 24, 2024, for the First term from May 27, 2024, to May 26, 2026.

The Nomination and Remuneration Committee ("NRC") has evaluated the balance of skills, knowledge, qualifications, experience and carried out the performance evaluation of Mrs. Sunita Garg (DIN: -10625487) has considered them to be suitable for re-appointment for second term of 3 (three) years and recommended the same to the Board.

Based on recommendation of NRC, the Board of Directors of the Company in its Meeting held on August 07, 2025, approved and recommended the re-appointment of Mrs. Sunita Garg (DIN: -10625487) as an Independent Director of the Company for second term of 3 (three) years, to the members of the company in General Meeting and they shall not be liable to retire by rotation during their tenure as Independent Directors. Additionally, a notice in writing under section 160 of the Companies Act, 2013 proposing their candidature for re-appointment as an Independent Director of the Company has been duly received from member.

Mrs. Sunita Garg is non debarment by virtue of SEBI or other authority's order and have given their consent to act as Directors.

The Company has also received declarations from Mrs. Sunita Garg continue to meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the regulation 16(1)(b) of Listing Regulations. In the opinion of the Board, Mrs. Sunita Garg fulfil the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) 2015, ("Listing Regulations"). Mrs. Sunita Garg is independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item No. 6, is provided in the Annexure A" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

She is in compliance with Rule 6(1) ad 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to the registration with the data bank of Independent directors maintained by the Indian Institute of Corporate Affairs.

The terms and conditions of Mrs. Sunita Garg appointment shall be open for inspection by the Members at the Registered Office of the Company on any working day until the date of Thirty First Annual General Meeting.

Item no. 7: -

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five years on the Board and shall be eligible for re-appointment on passing a special resolution by the company. Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

Dr. Ashwini Kumar Sharma (DIN: -03185731) was appointed as Independent Director on the Board of the Company pursuant to the provision of Section 149 of the Act read with the companies (Appointment and Qualification of Director) Rule, 2014. He is regularised in the 30th AGM dated August 24, 2024, for the First term from May 27, 2024, to May 26, 2026.

The Nomination and Remuneration Committee ("NRC") has evaluated the balance of skills, knowledge, qualifications, experience and carried out the performance evaluation of Dr. Ashwini Kumar Sharma (DIN: -03185731) has considered them to be suitable for re-appointment for second term of 3 (three) years and recommended the same to the Board.

Based on recommendation of NRC, the Board of Directors of the Company in its Meeting held on August 07, 2025, approved and recommended the re-appointment of Dr. Ashwini Kumar Sharma (DIN: -03185731) as an Independent Director of the Company for second term of 3 (three) years, to the members of the company in General Meeting and they shall not be liable to retire by rotation during their tenure as Independent Directors. Additionally, a notice in writing under section 160 of the Companies Act, 2013 proposing their candidature for re-appointment as an Independent Director of the Company has been duly received from member.

Dr. Ashwini Kumar Sharma is non debarment by virtue of SEBI or other authority's order and have given their consent to act as Directors.

The Company has also received declarations from Dr. Ashwini Kumar Sharma they continue to meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the regulation 16(1)(b) of Listing Regulations. In the opinion of the Board, Dr. Ashwini Kumar Sharma fulfil the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) 2015, ("Listing Regulations"). Dr. Ashwini Kumar Sharma is independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item No. 7, are provided in the "Annexure A" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

He is in compliance with Rule 6(1) ad 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to the registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The terms and conditions of Dr. Ashwini Kumar Sharma appointment shall be open for inspection by the Members at the Registered Office of the Company on any working day until the date of Thirty First Annual General Meeting.

Date: August 07, 2025
Place: Jaipur

Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302022 (Rajasthan)

By order of the Board of Directors
For Compucom Software Limited

Sd/-
(Mrs. Varsha Ranee Choudhary)
Company Secretary & Compliance Officer
M. No.: ACS 39034

ANNEXURE TO THE NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING

Information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors who are proposed to be appointed/ re-appointed at the ensuing Annual General Meeting to be held on Saturday, September 27, 2025.

Name of Director	Mr. Vaibhav Suranaa	Mr. Surendra Kumar Surana	Dr. Ashwini Kumar Sharma	Mrs. Sunita Garg
Date of Birth	March 29, 1993	October 01, 1962	February 27, 1962	February 20, 1964
DIN	05244109	00340866	03185731	10625487
Age (in years)	32	63	63	61
Qualification	Mr. Vaibhav Suranaa is an MBA (IIM Avericks Fellow) from IIM Ahmedabad and B. Tech in Civil Engineering (Dogra Gold Medal) from IIT Delhi	Mr. Surendra Kumar Surana is a B.E. in Electrical and Electronics.	Dr. Ashwini Kumar Sharma is a Computer Science Engineer from NIT Allahabad.	Mrs. Sunita Garg is Company Secretary from ICSI and done MCom. in ABST.
Brief Resume and Experience	Mr. Vaibhav Suranaa has previously had four years of work experience, working for Compucom Foundation and at Jan TV for matters related to management and promotion strategy. He also has the experience of web-development and consulting FnB businesses also have 5 years' experience.	Surendra Kumar Surana is an Electric Engineer, rose to handle critical portfolio with his outstanding performance, leadership and project management skills also have 35 years rich experience in Indian IT & Education industry.	Dr. Ashwini Kumar Sharma Worked in R&D Organizations like Indian Space Research Organization (ISRO), Ahmadabad, Bhabha Atomic Research Center (BARC), Mumbai. Worked in Industries like Instrumentation Limited, Kota, Toshiba Corporation, Tokyo Japan, Rajasthan State Industrial and Infrastructure Development Corporation, More than 19 years' experience as head of an Organization and this includes more than 12 years in Academic Administration and Skills Development. Has worked in the public and private sectors.	Mrs. Sunita Garg is Member of the Institute of Company Secretaries of India, holder of Certificate of Practice, having 12 years experience in the areas of Secretarial & Legal Functions, Companies Act, SEBI and others.
Nature of expertise in specific functional areas	Expert in General Management, Leadership, Food and Beverages economics, web development, transportation engineering, Marketing and Emerging technologies	Expert in financial, leadership, diversity, global business, sales and marketing and technology.	Expert in R&D, Industry, Administration, Skilling, Entrepreneurship and Academia.	Expert in ROC, SEBI and listing Compliance of Public and Private Companies.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	NA	NA	He is rich experience in the field of academics, administration, policy formulation, corporate governance and management. He has wide exposure in strategic planning, organizational development, project implementation, risk management and stakeholder engagement	She is a qualified Practising Company Secretary, brings with her extensive knowledge and professional expertise in the areas of corporate laws, secretarial practices, corporate governance, regulatory compliances and risk management. She has wide exposure in advisory and

Name of Director	Mr. Vaibhav Suranaa	Mr. Surendra Kumar Surana	Dr. Ashwini Kumar Sharma	Mrs. Sunita Garg
				compliance functions relating to Companies Act, SEBI Regulations, Listing Regulations and related corporate legislations.
Directorships held in other Companies	5	5	1	1
Membership/ Chairmanships of the Committees of the Board of other Companies	NIL	NIL	NIL	NIL
No. of Equity shares held in the Company as on Aug. 07, 2025	189487	2037965	NIL	NIL
Relationship with other Directors, Managers & Key Managerial Personnel	Son of Mr. Surendra Kumar Surana	Brother of Mr. Ajay Kumar Surana and Mrs. Trishla Rampuria and Father of Mr. Vaibhav Suranaa	NIL	NIL
Key terms and conditions of re-appointment	Re-appointment as Executive Director subject to retire by rotation	Re-appointment as Chairperson Managing Director and Chief Executive Officer (CEO) due to Completion of tenure on same terms and conditions as approved by shareholders.	Appointment as Non-Executive Independent Director for a period of 3 years, not liable to retire by rotation.	Appointment as Non-Executive Independent Director for a period of 3 years, not liable to retire by rotation.
Equity listed Companies from which he/she resigned in the past three years.	NIL	NIL	NIL	NIL
Date of First Appointment on the Board	May 18, 2019	March 31, 1995	May 27, 2024	May 27, 2024
No. of Board Meeting attended. during the year 2024-25	5	5	1	3
Last Drawn Remuneration	Remuneration Last Drawn is Rs. 22,60,000/- in the financial year 2024-25.	Remuneration Last Drawn is Rs. 30,00,000/- in the financial year 2024-25.	NIL	NIL
Remuneration Proposed to be paid	Remuneration of Rs. 22,60,000/- per annum.	Remuneration of Rs. 30,00,000/- per annum.	Sitting fees for attending the meetings of the Board of Directors and their Committees.	Sitting fees for attending the meetings of the Board of Directors and their Committees.

Date: August 07, 2025
Place: Jaipur

By order of the Board of Directors
For Compucom Software Limited

Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302022 (Rajasthan)

Sd/-
(Mrs. Varsha Rane Choudhary)
Company Secretary & Compliance Officer
M. No.: ACS 39034