COMPUCOM Software Limited

IT: 14-15 EPIP, Sitapura, Jaipur –302022
(Rajasthan), India
Tel. 91-141-4867353
E-mail: fin@compucom.co.in
CIN:-L72200RJ1995PLC009798
www.compucom.co.in

No.: CSL/BSE/NSE/26-27/ Date: - 13.08.2026

1) BSE Limited (BY BSE LISTING CENTRE)
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001.
Email- corp.compliance@bseindia.com
Stock Code: 532339

2) National Stock Exchange of India Ltd (BY NSE NEAPS)
Exchange Plaza, 5th Floor, Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai-400051.
Email- cmlist@nse.co.in
Stock Code: COMPUSOFT

Sub: - Notice of 32nd Annual General Meeting to be held on Wednesday, September 09, 2026, for the Financial Year 2025-26.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of 32nd Annual General Meeting ("AGM") to be held on Wednesday, September 09, 2026 at 04:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the business as listed in the Notice of 32nd AGM for the Financial Year 2025-26, for your reference & record.

The Notice of 32nd AGM for Financial Year 2025-26 are also made available on the website of the Company at the link: https://compucom.co.in/mdocs-posts/notice-of-agm-2025-26/

The Company has commenced the dispatch of the Notice of 32nd AGM and Annual Report for Financial Year 2025-26 to the members by electronic means from Thursday, August 13, 2026.

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

Thanking You,

For Compucom Software Limited

VARSHA RANEE CHOUDHARY
Digitally signed by VARSHA RANEE CHOUDHARY
Date: 2026.08.13 15:08:49 +05'30'

(Varsha Ranee Choudhary)
Company Secretary & Compliance Officer
ACS: 39034

Enclosed: A/a

NOTICE OF THE THIRTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Second Annual General Meeting ("AGM/ Meeting") of the Members of Compucom Software Limited will be held on Wednesday, September 9, 2026, 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, 2026, 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, 2026, together with the report of Auditors thereon.

2. To declare a final dividend of 12.50% i.e. Rs. 0.25 per equity share for the financial year ended on March 31, 2026.

3. To appoint a director in place of Mr. Ajay Kumar Surana (DIN:01365819), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

4. TO RE-APPOINT MR. VAIBHAV SURANAA (DIN:05244109) AS A WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR: -

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 ("the SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association of the Company 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. Vaibhav Suranaa (DIN: 05244109) as Whole Time Director designated as Executive Director of the Company for a further period of 3 years (Three years) w.e.f. August 01, 2026 to July 31, 2029 (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/- (Rupees Five Lakhs Only) per month.

B: **Perquisites.** In addition to the above, the following perquisites not exceeding the overall ceiling as prescribed under schedule V of the Act i.e. upto Rs. 2,00,000/- (Rupees Two Lakhs Only) per month, will be provided to Mr. Vaibhav Suranaa, Whole Time Director.

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.

c) Medical: Medical Expenses of Mr. Vaibhav Suranaa, Whole Time Director along with his spouse and their close relatives as per Section 2(77) of the Act shall be reimbursed by the company.

d) Leave Travel Concession: For self and family including dependents, once in a year, as decided by the Board from time to time.

Category II

In addition to the perquisites, Mr. Vaibhav Suranaa, Whole Time Director 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/Superannuation or annuity Fund: Company's Contribution to provident fund/Superannuation or annuity Fund will be on his basic salary and will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 2025.

b) Gratuity: Gratuity payable shall not exceed half a month's basic salary for each completed year of services.

c) 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) **Telephone**

Free telephone facility at residence. Personal long-distance calls shall be billed by the Company.

c) **Reimbursement of Expenses**

Apart from the remuneration as aforesaid, Mr. Vaibhav Suranaa, Whole Time Director 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.

d) **Sitting Fee**

No sitting fee shall be paid to Mr. Vaibhav Suranaa, Whole Time Director 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. Vaibhav Suranaa subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Mr. Vaibhav Suranaa, Whole Time Director, 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. Vaibhav Suranaa, ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director.

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. Vaibhav Suranaa 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. Vaibhav Suranaa for and on behalf of the Company by virtue of his position of the Whole Time Director designated as Executive Director of the Company from August 01, 2026 to September 9, 2026, 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 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, things and take all such steps as may be necessary, proper, expedient to give effect to this resolution".

5. TO APPOINT DR. ARVIND KUMAR DWIVEDI (DIN: 11699585) 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 Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations") (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. Arvind Kumar Dwivedi (DIN: 11699585) who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) of the Company w.e.f. June 15, 2026 pursuant to the provisions of section 161(1) of the Act, and Articles of Association of the Company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a first term of 2 years with effect from June 15, 2026 to June 14, 2028 (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."

6. **TO APPROVE THE ADOPTION AND IMPLEMENTATION OF _ "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026"**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read with the Companies (Share Capital and Debentures) Rules, 2014 **("the Rules"),** the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **("the SEBI SBEB and SE Regulations"),** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("the SEBI LODR Regulations"),** (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the **'Board'** which term shall be deemed to include the Nomination and Remuneration Committee of the Board which also acts the Compensation Committee, constituted by the Board to exercise its powers in relation hereto, including the powers, conferred by this resolution and/or such other persons who may be authorized by the Board or the Nomination and Remuneration Committee in this regard), the consent of the shareholders of the Company be and is hereby accorded to introduce, adopt and implement the "COMPUCOM SOFTWARE LIMITED-EMPLOYEE STOCK OPTION SCHEME 2026" ("CSL - ESOS 2026" or "the Scheme"), the salient features of which are detailed in the explanatory statement to this notice and to authorize the Board to create, grant, offer, issue and allot from time to time in one or more tranches, to or for the benefit of eligible Employees and Directors (present or future), whether working in India or outside India and such other persons as may from time to time be determined by the Board to be eligible for the benefit in accordance with the SEBI SBEB and SE Regulations (hereinafter collectively referred to as "Employee(s)"), such number of stock options convertible in one or more tranches, into not more than 26,99,379 (Twenty-Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy Nine) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two Only) each ("Options") with each option giving a right, but not an obligation and at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Scheme, the SEBI SBEB and SE Regulations and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT the Scheme shall be implemented through trust route, wherein an existing irrevocable Trust, set up by the Company by the name Compucom Software Limited Employee Welfare Trust **("Trust")** shall acquire the Equity Shares of the Company by way of secondary acquisition from the market.

RESOLVED FURTHER THAT the Trust shall acquire total number not exceeding 26,99,379 (Twenty-Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy-Nine) Equity Shares by way of secondary acquisition from the market which shall be made subject to the limits as prescribed under the SEBI SBEB and SE Regulations and shall transfer the Shares to the grantees upon valid exercise of Options as per the Scheme.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares so issued pursuant to exercise of options under the Scheme shall rank pari- passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger/amalgamation, demerger, sale of division/undertaking, expansion of capital, any other change in capital structure, if any of the company, requisite adjustments (which may include adjustments to the number of stock options in the Scheme) shall be appropriately made, in a fair and reasonable manner in accordance with the Scheme.

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupee Two only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Act, the SEBI SBEB and SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the CSL - ESOS 2026 on the Stock Exchanges where the securities of the Company are listed in accordance with listing agreement executed with the concerned stock exchange(s) as per the provisions of the SEBI LODR Regulations, the provisions of the SEBI SBEB and SE Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the CSL - ESOS 2026 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and to give such directions and/or instructions as may be necessary or expedient to give effect to CSL - ESOS 2026 and to do all other things incidental to and ancillary thereof."

7. **TO EXTEND APPROVAL OF "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026" TO THE EMPLOYEES OF HOLDING COMPANY, ITS SUBSIDIARY COMPANY (IES) AND/ OR ASSOCIATE COMPANY(IES), GROUP COMPANY(IES) [PRESENT AND FUTURE]**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read with the Companies (Share Capital and Debentures) Rules, 2014 **("the Rules**"), the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI LODR Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the **Board**" which term shall be deemed to include the Nomination and Remuneration Committee of the Board which also acts the Compensation Committee, constituted by the Board to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other persons who may be authorized by the Board or the Nomination and Remuneration Committee in this regard), the consent of the members of the Company be and is hereby accorded to extend the benefits of **"COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026" ("CSL - ESOS 2026" or "the Scheme")** referred to in Resolution No. 6 above and to authorize the Board to create, grant, offer, issue and allot from time to time in one or more tranches, to or for the benefit of eligible Employees and Directors (present or future), whether working in India or outside India of the Company's holding company, subsidiary company(ies), associate company(ies), group company(ies), (present or future) and such other persons as may from time to time be determined by the Board to be eligible for the benefit in accordance with the SEBI SBEB and SE Regulations (hereinafter collectively referred to as "**Employee(s)**"), such number of stock options convertible in one or more tranches, into not more than 26,99,379 (Twenty

Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy Nine) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two Only) each ("**Options**"), with each option giving a right, but not an obligation and at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Scheme, the **SEBI SBEB and SE Regulations** and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to eligible employees of both the Company and Company's holding company, subsidiary company(ies), associate company(ies), group company(ies), (present or future) under the **CSL - ESOS 2026** shall not cumulatively exceed such number of stock options convertible in one or more tranches, into not more than 26,99,379 (Twenty Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy Nine) equity shares of face value of Rs. 2/- (Rupees Two only) each fully paid up, ranking pari-passu with the existing equity shares of the Company for all purposes and in all respects.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger/amalgamation, demerger, sale of division/undertaking, expansion of capital, any other change in capital structure, if any of the company, requisite adjustments (which may include adjustments to the number of stock options in the Scheme) shall be appropriately made, in a fair and reasonable manner in accordance with the Scheme.

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 /- (Rupee Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Act, SEBI SBEB and SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations and in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the CSL - ESOS 2026 on the Stock Exchanges where the securities of the Company are listed in accordance with the listing agreement executed with the concerned stock exchanges(s) as per the SEBI LODR Regulations, the provisions of the SEBI SBEB and SE Regulations, and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the CSL - ESOS 2026 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and to give such directions and/or instructions as may be necessary or expedient to give effect to CSL - ESOS 2026 and to do all other things incidental to and ancillary thereof."

8. GRANT OF OPTIONS EQUAL TO OR EXCEEDING ONE PER CENT (1%) BUT NOT EXCEEDING THREE PER CENT (3%) OF THE ISSUED CAPITAL OF THE COMPANY DURING ANY ONE YEAR TO IDENTIFIED EMPLOYEES UNDER "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026"

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read with the Companies (Share Capital and Debentures) Rules, 2014 **("the Rules")** , the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **("the SEBI SBEB and SE Regulations"),** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("the SEBI LODR Regulations"),** (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company(hereinafter referred to as the **'Board'** which term shall be deemed to include the Nomination and Remuneration Committee of the Board which also acts the Compensation Committee, constituted by the Board to exercise its powers in relation hereto, including the powers, conferred by this resolution and/or such other persons who may be authorized by the Board or the Nomination and Remuneration Committee in this regard), , the consent of the shareholders of the company be and is hereby accorded to the Board to create, offer and grant from time to time, in one or more tranches, such number of employee stock options ("Options") under **"COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026" ("CSL - ESOS 2026")** during any one year, equal to or exceeding one per cent (1%) but not exceeding three per cent (3%) of the issued capital of the Company at the time of Grant of option (excluding outstanding warrants and conversions), to such identified employees as may be decided by the Board and on such terms and in such manner as stated in the **CSL - ESOS 2026.**

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

9. APPROVAL FOR THE ACQUISITION OF EQUITY SHARES BY WAY OF SECONDARY ACQUISITION UNDER "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026"

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 6(3)(a) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Companies (Share Capital and Debentures) Rules, 2014 **("the Rules"),** the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI LODR Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the **'Board'** which term shall be deemed to include the Nomination and Remuneration Committee of the Board which also acts the Compensation Committee, constituted by the Board to exercise its powers in relation hereto, including the powers, conferred by this resolution and/or such other persons who may be authorized by the Board or the Nomination and Remuneration Committee in this regard), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for secondary acquisition of not exceeding 26,99,379 (Twenty Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy Nine) Equity Shares of the Company by Compucom Software Limited Employee Welfare Trust **("Trust"),** in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors, for the purpose of implementation of the "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026" ("CSL - ESOS 2026" or "the Scheme")and in due compliance with the provisions of the **the SEBI SBEB and SE Regulations**.

RESOLVED FURTHER THAT the total number of shares under secondary acquisition held by the Trust in pursuance of the Scheme shall at no time exceed 2% of the paid-up equity capital of the Company at the end of the financial year immediately prior to the year in which shareholders' approval is obtained, in compliance with the **the SEBI SBEB and SE Regulations** as amended, and that secondary acquisition by the Trust in any financial year shall not exceed 2% of the paid-up equity capital as at the end of the respective previous financial year.

RESOLVED FURTHER THAT the above limits shall automatically include within their ambit the expanded or reduced capital of the Company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus shares, stock splits, consolidations, rights issue, buy-back, or other re-organisation of the Company as may be applicable from time to time.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the **the SEBI SBEB and SE Regulations**, the Act and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

10. APPROVAL FOR PROVISION OF LOAN BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026"

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

"**RESOLVED THAT** pursuant to the provisions of Section 67(3) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 ("**the Rules**"), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations")** the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("**the SEBI LODR Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable laws for the time being in force and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the **'Board'** which term shall be deemed to include the Nomination and Remuneration Committee of the Board which also acts the Compensation Committee, constituted by the Board to exercise its powers in relation hereto, including the powers, conferred by this resolution and/or such other persons who may be authorized by the Board or the Nomination and Remuneration Committee in this regard), the consent of the members of the company be and is hereby accorded to the Board of Directors to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to "Compucom Software Limited Employee Welfare Trust **("Trust"),** in one or more tranches such that the total amount of provision of loan for subscription or purchase of fully paid-up Equity shares in the Company by the Trust shall not exceed 5% of the aggregate of paid up capital and free reserves of the Company, or other limit as prescribed under the applicable laws, from time to time, for the purpose of subscription and/ or purchase of Equity Shares of the Company by the Trust / Trustees, in one or more tranches, subject to the ceiling of Equity Shares ("Shares") as may be prescribed under "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026" ("CSL - ESOS 2026" or "the Scheme")or any other share based employee benefit Scheme which may be introduced by the Company from time to time ["Employee Benefit Scheme(s)"], with a view to purchase such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB & SE Regulations, 2021, the Act, and any other applicable laws and regulations.

RESOLVED FURTHER THAT the above prescribed limit shall be taken on consolidated basis for all Employee Benefit Scheme(s) as may be undertaken by the Company from time to time.

RESOLVED FURTHER THAT any loan provided by the Company shall be an interest free loan and shall be repayable by the Trust by utilizing the proceeds realized from exercise of Options by the Grantees and the accruals of the Trust during the tenure of the Scheme or at termination of the Scheme and in accordance with the relevant provisions of the applicable laws & regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, 2021, the Act and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

Date: August 01, 2026
Place: Jaipur

By order of the Board of Directors
For Compucom Software Limited

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

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

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, subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) which allows the companies to hold the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid MCA circulars, the AGM of the Company will be held through VC and physical attendance of the members to the AGM is not required. The deemed venue for the 32nd 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 through VC/ OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slips 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 of the quorum under section 103 of the Act.

4. In compliance with the aforesaid MCA Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose name appear in the Register of Members/ List of Beneficial Owners as on 07th August 2026 i.e. the cut-off date and whose email addresses are registered with the Company/ Depositories/Registrar and Share Transfer Agent ("RTA"). 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 RTA of the Company to those shareholders who have not registered their email address(es), at their address registered with the Company and hard copy of full annual report will be provided to those shareholders, who requested for the same. Members may note that the Notice and Annual Report for the Financial Year 2025-26 will also be available on the Company's website at 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 Central Depository Services Limited **(**CDSL) http://www.evotingindia.com. For any query Shareholder may contact us at e-mail: investor@compucom.co.in.

5. **"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.

6. 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 evoting@cdslindia.com.

7. The Explanatory Statement pursuant to section 102(1) of the Act read with rules made thereunder, in respect of the special business i.e. Item No. 4 to 10 to be transacted at the Meeting is annexed hereto. Further, the relevant details as required, under Regulation 36(3) of the "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.

8. 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 as per the Register of Members of the Company will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.

9. The Company has fixed Wednesday September 02, 2026, as the 'Record Date' for determining entitlement of members to receive dividends for FY 2025-26, if approved at the AGM.

10. 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 duly filled and signed along with requisite supporting documents pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026.

11. Members may please note that Regulation 40 of Listing Regulations & SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and further amended vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, has mandated the listed companies to issue securities in dematerialized form only while processing various investor services requests viz. issuance of duplicate securities, certificates, 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, the issuance of 'Letter of Confirmation' has been discontinued as per above stated SEBI Circulars. Members are therefore requested to submit duly filled and signed Form ISR-5 (for transmission) and Form ISR-4 for availing above such services. The format of the said forms are available on the Company's website at www.compucom.co.in and on the website of the RTA at https://www.mcsregistrars.com/. Members may note that service requests as stated above shall be processed only after the folio is KYC compliant. Shareholders holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

12. As per the provisions of Section 72 of the Act and SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, 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 at 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.

13. To streamline the investment process for investors and to safeguard their rights in purchased securities, a special window for re-lodgement of transfer deeds pertaining to physical securities which were lodged prior to April 01,2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise for a period of six months from July 07, 2025, till January 06, 2026, was introduced via SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97, dated July 2, 2025. In a further effort to ensure that investors receive proper access to their securities, SEBI vide its Circular HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026, dated January 30, 2026, has decided to open another special window specifically for the transfer and dematerialisation ("demat") of physical securities that were bought or sold prior to April 1, 2019. This special window will remain available for one year, commencing on February 5, 2026, and concluding on February 4, 2027. For further details, please refer SEBI Circular HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026, dated January 30, 2026.

14. The Dividend of Rs. 0.25 per share of face value Rs 2.00 each (i.e.12.50%) the total dividend payout will be Rs.1,97,81,297 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 09, 2026, to those Members, subject to deduction of tax: -

    a. 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 02, 2026, and

    b. Whose names appear as Beneficial Owners in the list of Beneficial Owners on September 02, 2026, to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.

    Members may please note that SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, in supersession of earlier circulars issued on the subject, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such electronic payment shall be made only after furnishing the PAN, contact details, bank account details and specimen signature by the security holder Failure to provide any of these mandatory details will result in non-payment of dividends to such security holders.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in accordance with Income-tax Act, 2025 (earlier Income Tax Act, 1961), ('the IT Act'). For the prescribed rates for various categories, please refer to the IT Act. The shareholders are requested to update their PAN, registered email address, mobile numbers and other details with their DP (if shares held in electronic form) and with the Company/RTA of the company (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can upload a yearly declaration in Form 121 along with PAN, on the link https://web.in.mpms.mufg.com/formsreg/ submission-of-Form-121-41.html on or before September 02, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar.

In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 397(2) of the IT Act. The Company will be using functionality of the Income-tax department for the above purpose. Provisions are effective from July 1, 2023. Shareholders may visit https://www.incometax.gov. in/iec/foportal/ for FAQ issued by Government on PAN Aadhar linking.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may upload the above documents on https://web.in.mpms.mufg. com/formsreg/submission-of-Form-121-41.html on or before September 02, 2026.

15. 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") as per the provisions of Section 124 of the Act read with the rules made thereunder. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended. 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.

16. 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.

17. 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 09, 2026. Members seeking to inspect such documents can send an email to investor@compucom.co.in .

18. 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.

19. 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.

20. Members desirous of getting any information about the accounts and/or operations of the Company or any other matter to be placed at the 32nd AGM, are requested to write to the **Company at cs@compucom.co.in at least seven days** before the date of the meeting to enable the Company to have the information ready at the meeting.

21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this notice.

22. SEBI vide MASTER CIRCULAR No SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 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

23. **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 MCA 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

24. 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.

25. The e-voting period commences on Saturday, September 05, 2026 (9:00 A.M. IST) and ends on Tuesday, September 08, 2026 (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. Wednesday, September 02, 2026, 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 in respect of the resolutions set out in the Notice convening the 32nd AGM shall be proportionate to the number of equity shares held by the members in the paid-up equity share capital of the company as on the cut-off date, i.e. Wednesday September 02, 2026.

26. 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.

27. 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.

28. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary and failing him CS Kamla Choudhary ACS 46577, 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.

29. 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. Wednesday September 02, 2026 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.

30. 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.

31. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.compucom.co.in. and on the website of CDSL at 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) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020,** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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**	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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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.nsdl.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.

Type of shareholders	Login Method
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.nsdl.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) • 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. • 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 scrutinizers for verification.

(xiii) **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 THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 03, 2026 (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 at investor@compucom.co.in). 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), 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 01, 2026
Place: Jaipur

By order of the Board of Directors
For Compucom Software Limited

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

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

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: -

Mr. Vaibhav Suranaa was appointed as Whole Time Director designated as Executive Director at the 29th (Twenty-Ninth) Annual General Meeting ("AGM") of the Company held on August 28, 2023, for a term of 3 (three) years commenced from August 01, 2023, and ends on July 31, 2026.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), at its meeting held on May 28, 2026, approved the re-appointment of Mr. Vaibhav Suranaa as Whole Time Director designated as Executive Director, for a further period of 3 (Three) years with effect from August 01, 2026 to July 31, 2029 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. Vaibhav Suranaa 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. Vaibhav Suranaa (i) a consent in writing to act as Whole Time Director designated as Executive Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (1) & (2) of Section 164 of the Act. (iii) a disclosure that he is not debarred from holding the office by virtue of any SEBI order or any other authority. (iv) Notice of disclosure of interest in Form MBP-1 in terms of section 184(1), and other applicable provisions of the Act.

INFORMATION PURSUANT TO SECTION II OF PART II OF 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: Commercial operations commenced on 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		
	31.03.2026	**31.03.2025**	**31.03.2024**
Revenue from Operations	2971.54	2920.89	6381.29
Other Income	509.55	523.77	368.87
Profit Before interest & Depreciation	1324.89	1299.66	1476.79
Interest	295.20	379.55	213.09
Profit Before Depreciation	1029.69	920.11	1263.7
Depreciation	584.91	591.95	616.00
Exceptional items	0	0	0
Profit before Tax	444.78	328.16	647.70
Provision for Tax	293.92	228.88	173.76
Profit After Tax	293.92	228.88	473.94

II. Information About the Appointee:

- **Background details:** Mr. Vaibhav Suranaa aged about 33 years; belongs to promoter group of the company. He has been associated with the Company as a Director since 2019. He is Whole Time Director designated as Executive Director of the Company from August 01, 2023, and holding 189487 Equity Shares in the Company as on March 31, 2026.

- **Past Remuneration and Proposed Remuneration:**

Past Remuneration	Proposed Remuneration
Basic Pay Rs. 23,40,000 per annum. Other perquisites were paid as per approval granted by the shareholders by passing Special resolution in their Annual General Meeting held on August 28, 2023,	Basic Pay upto Rs. 60,00,000 per annum. Other perquisites will be paid as mentioned in the Resolution set out at item no. 4 of the notice

- **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. 33000 shareholders. It is engaged in the business of Software, Learning Solutions, wind power and Hotel Industry with Turnover of Rs. 2971.54 Lakhs during the F.Y. 2025-26. Considering the size of the Company and profile of Mr. Vaibhav Suranaa 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.

- **Job profile and his suitability**:
  Mr. Vaibhav Suranaa is an alumnus of the Indian Institute of Technology (IIT) Delhi and the Indian Institute of Management (IIM) Ahmedabad. He has over eight years of professional experience across information technology, digital media, hospitality and business management. He has been associated with Compucom Software Limited and its group entities in various capacities, including business development, project coordination, digital transformation initiatives, corporate communications and strategic planning. He also possesses expertise in web development, digital marketing and business consulting across diverse industry sectors. Considering his educational background, professional experience, leadership capabilities and valuable contributions to the growth and strategic direction of the Company, the Board is of the opinion that Mr. Vaibhav Suranaa is well suited for the position of Whole-Time Director, designated as Executive Director, and his re-appointment is in the best interests of the Company.

- **Recognition or awards:** Nil

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

  Except the payment of remuneration for the services as detailed in the resolution Mr. Vaibhav Suranaa has no other pecuniary relationship with the Company. None of other Directors and Key Managerial Personnel of the Company and their relatives except Mr. Surendra Kumar Surana, Chairperson, Managing Director and CEO being father of Mr. Vaibhav Suranaa is interested in the resolution set out the Item no. 4.

III. Other information:

1. **Reasons of loss or inadequate profit**: Although the Company earned a Profit After Tax of Rs. 293.92 Lakhs during the financial year 2025-26 as compared to Rs. 228.88 Lakhs in the previous financial year 2024-25, the profits available under the provisions of Section 198 of the Companies Act, 2013 are considered inadequate for payment of managerial remuneration.

   The inadequacy of profits is primarily attributable to factors such as competitive market conditions, pressure on operating margins, increased employee and operating costs, and continued investments in business development, technology and strategic initiatives to support the Company's long-term growth.

   Considering the nature of the Company's business and the possibility of inadequate profits in future financial years, the proposed resolution seeks shareholders' approval for payment of remuneration to the Whole-Time Director in accordance with the applicable provisions of the Companies Act, 2013.

2. **Steps taken or proposed to be taken for improvement:** The Company has undertaken diversification in the hospitality industry and Cold Storage. The Cold Storage business segment about to start in this financial year 2026-27. The Hotel Business Segment (i.e. Hotel Ranavilas Palace) is in working condition and the Company is hopeful that these measures will yield good returns in future.

3. **Expected Increase in Productivity and Profits in Measurable Terms:** With the commencement of the Cold Storage business and stabilization of the Hotel business operations, the Company expects a gradual improvement in operational performance and profitability over the coming financial years. The management anticipates increased

revenue generation, improved capacity utilization, and better operating margins. However, considering the dynamic business environment, it is not feasible to quantify the expected increase in productivity and profits with certainty at this stage.

Justification for the re-appointment of Mr. Vaibhav Suranaa of the Act:

The Board is of the view that Mr. Vaibhav Suranaa's continued association with the Company will be of significant value. He possesses strong academic credentials, being a Civil Engineering graduate from the Indian Institute of Technology (IIT), Delhi, and holds an MBA from the Indian Institute of Management (IIM), Ahmedabad. He has over eight years of professional experience across information technology, digital media, business management and strategic planning.

During his tenure, Mr. Suranaa has played a key role in the Company's business development, digital transformation initiatives, project execution and strategic decision-making. His leadership, industry knowledge and understanding of the Company's operations have contributed to its growth and long-term business objectives.

Considering his qualifications, experience, expertise and valuable contributions, the Board believes that his continued association as Whole-Time Director, designated as Executive Director, is in the best interests of the Company and accordingly recommends his re-appointment.

The Whole Time Director 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 Whole Time Director 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 Whole Time Director shall adhere to the Company's Code of Conduct & Ethics for Directors and Management Personnel.

Brief resume and other details of Mr. Vaibhav Suranaa, as stipulated under Regulation 36(3) of Listing Regulations and as per Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India, 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 re-appointment of Mr. Vaibhav Suranaa as the Whole Time Director designated as Executive Director with effect from August 01, 2026.

Save and except, Mr. Vaibhav Suranaa being appointee, Mr. Surendra Kumar Surana, being Father of Mr. Vaibhav Suranaa, 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. 4 of the Notice.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 4 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. 5: -

Based on recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company in the Board Meeting held on May 28, 2026 appointed Dr. Arvind Kumar Dwivedi as an Additional Director (Non- Executive and Independent) of the Company with effect from June 15, 2026, pursuant to Section 161 of the Companies Act, 2013 ("the Act"), read with the rules framed thereunder and the Articles of Association of the Company.

Dr. Arvind Kumar Dwivedi possesses skills, experience and knowledge; inter alia, in the various aspects of technology organizations. Brief resume and other details of Dr. Arvind Kumar Dwivedi, as stipulated under Regulation 36(3) of Listing Regulations and as per Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India, are provided in the annexure of the Notice. Keeping in view of his vast expertise and knowledge, it will be in the interest of the Company that Dr. Arvind Kumar Dwivedi be appointed as Non-Executive and Independent Director. Therefore, based on the recommendation of the NRC, the appointment of Dr. Arvind Kumar Dwivedi as an Independent Director for a period of 2 years i.e. from June 15, 2026, to June 14, 2028, is now being placed by the Board of Directors before the Members for their approval by way of Special Resolution.

The Company has received from Dr. Arvind Kumar Dwivedi (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of The

Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act. (iii) He is not debarred from holding the office by virtue of any SEBI Order or any other authority, and (iv) notice of interest in Form MBP-1 in terms of section 184(1), and other applicable provisions of the Act. The Company has also received a declaration that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Further, he has complied with the requirements of Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, relating to registration with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).

The Company has also received a notice under section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, he fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management of the Company.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company. It respectively will be available electronically for inspection by the members during the AGM i.e. September 09, 2026. Members seeking to inspect such documents can send an email to investor@compucom.co.

Save and except, Dr. Arvind Kumar Dwivedi being appointee, 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.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item Nos. 6, 7, 8, and 9

Stock Options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to the employees to participate in the growth of the company, besides creating long-term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your Company believes in rewarding its Employees including Employees of Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present or future] for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path.

The reasons why the Company may be extending its scheme to the Employee(s) of its Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future] ("entities") are as below:

- The said entities may be operating entities and are critical of the operations of the Company.
- The said entities may not have any other similar schemes of their own.
- The said entities may be unlisted, Hence, from a liquidity perspective it is logical to give stock options of the Company to the employees of such entities.

Keeping in line with the above, **"COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026" ("CSL - ESOS 2026")** has been formulated by the Company in accordance with the provisions of The Companies Act, 2013 and rules made thereunder, applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 , The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), issued by Securities and Exchange Board of India (SEBI) and other applicable laws.

In terms of Regulation 6(1) of the SEBI SBEB Regulations the transfer of Equity Shares under an Employee Stock Options Scheme requires approval of the Shareholders by way of a Special Resolution. The Special Resolution set out at Item No. 6 is to seek your approval for the said purpose.

The Shareholders are informed that the Scheme will also be implemented through a Trust route. An existing irrevocable trust, established by the Company under the name of Compucom Software Limited Employee Welfare Trust ("Trust"), will acquire Equity Shares through secondary acquisition from the open market. These shares will then be transferred by the Trust to eligible Employees of the Company and its subsidiaries upon the valid exercise of vested options.

Further, as per Regulation 6(3)(c) of the SEBI SBEB & SE Regulations, approval of the Shareholders by way of separate Special Resolution is also required for grant of Options to employees of a Subsidiary Company(ies), in India or outside India, of the Company. The Special Resolution set out at Item No.7 is to seek your approval for the said purpose.

Additionally, as per Regulation 6(3)(d) of the SEBI SBEB & SE Regulations read with Rule 12(4) of The Companies (Share Capital and Debenture) Rules, 2014, approval of the members by way of a separate resolution shall be obtained by the Company in case of grant of options to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option. The members are hereby informed that as on date of this notice, there is no employee who has been identified in this category. However, the said approval is being taken as a proactive approach. The Special Resolution set out at Item No. 8 is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(a) of the SEBI SBEB & SE Regulations, approval of the Shareholders by way of a separate Special Resolution is also required for secondary acquisition of Equity Shares by the Trust for implementation of the Scheme. The Special Resolution set out at Item No. 9 is to seek your approval for the said purpose

Based on the recommendation of the Nomination and Remuneration Committee (NRC/Committee) of the Board of Directors('the Board') of the Company, the Board at their meeting held on Thursday, May 28, 2026, has approved the following agenda items subject to the approval of Members .

a) ADOPTION AND IMPLEMENTATION OF _ "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026

b) TO EXTEND APPROVAL OF "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026" TO THE EMPLOYEES OF HOLDING COMPANY, ITS SUBSIDIARY COMPANY (IES) AND/ OR ASSOCIATE COMPANY(IES), GROUP COMPANY(IES) [PRESENT AND FUTURE]

c) Grant of Options equal to or exceeding one per cent (1%) but not exceeding three per cent (3%) of the issued capital of the Company during any one year to identified Employees under "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026.

d) Approval for the acquisition of Equity Shares by way of secondary acquisition under "COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026**"**

The relevant details of the Scheme pursuant to Regulation 6 read with Part C of Schedule I of the SEBI SBEB and SE Regulations and section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 are provided hereunder:

a) Brief Description of the scheme:

This Scheme shall be called the COMPUCOM SOFTWARE LIMITED - EMPLOYEE STOCK OPTION SCHEME 2026. ('**CSL - ESOS 2026'/Scheme)** and has been formulated by the Company in terms of the provisions of The Companies Act, 2013 and rules made thereunder, applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), issued by Securities and Exchange Board of India (**the "SEBI"**) and other applicable laws. Based on the recommendation of NRC the CSL - ESOS 2026 has been approved by the Board of Directors at their meeting held on May 28, 2026, subject to the approval of the members.

The objective of CSL - ESOS 2026 is to reward the eligible Employees of the Company and its Holding Company, its Subsidiary Company(ies), Group Company(ies), Associate Company(ies) (present or future) which includes the following:

1.1 To reward and incentivize the Employees for their association and performance;

1.2 To motivate the Employees to contribute to the growth and profitability of the Company;

1.3 To retain the Employees and reduce the attrition rate of the Company;

1.4 To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company;

1.5 To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.

After vesting of Stock Options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the CSL - ESOS 2026.

The Company also intends to use this Scheme to attract and retain talents in the organization. The Company views Employee Stock Options as a means that would enable the Employees to get a Share in the value they create for the Company in future

b) The total number of options to be offered and granted

The maximum number of options that may be granted under the Scheme shall not exceed 26,99,379 (Twenty-Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy-Nine), which shall be convertible into equal number of Shares i.e. 26,99,379 (Twenty-Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy-Nine) Equity Shares of the Company.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme at the discretion of the Committee.

Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action such as rights issue, bonus issue, merger/amalgamation, demerger, sale of division/undertaking, expansion of capital, any other change in capital structure, if any of the company.

c) Identification of classes of employees entitled to participate and be beneficiaries in the CSL - ESOS 2026.

Following class / classes of employees are entitled to participate in CSL - ESOS 2026: Employee/s as may be determined by the committee of the Board out of the following:-

(i) an Employee designated by the Company, who is exclusively working in India or outside India; or

(ii) a director of the Company, whether a Managing Director or Whole Time Director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

(iii) an Employee as defined in sub-clauses (i) or (ii), of a Subsidiary, Associate Company or Group Company of the Company, in India or outside India, but does not include:

- **(a)** an employee who is a Promoter or a person belonging to the Promoter Group; or
- **(b)** a director who, either himself or through his Relative or through any Body Corporate, directly or indirectly holds more than ten percent of the outstanding equity shares of the Company.

The class of Employees eligible for participating in the CSL - ESOS 2026 shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board and NRC of the Board of the Company in its sole discretion from time to time.

d) Requirements of vesting and period of vesting

Vesting Period shall commence from the Grant Date subject to minimum of 1 (One) year from the Grant Date and a maximum of 4 (Four) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

The Vesting would be subject to the continued employment of the Grantee and may further be linked with the certain performance and other criteria's, as determined by the Committee and mentioned in the Grant Letter. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting as stipulated in CSL-ESOS 2026.

e) Maximum period within which the options shall be vested

The maximum vesting period of options shall not be more than a period 4 (four) years from the date of the grant of options.

f) Exercise price or pricing formula

Exercise Price means the price, payable by an employee for exercising the option granted to such an employee in pursuance of CSL - ESOS 2026.

The Exercise Price shall be as may be decided by the NRC as is allowed under the SEBI SBEB & SE Regulations which in any case will not be lower than the face value of the equity shares of the Company and shall not be more than the Market Price of the equity share of the Company on the date of such grant. Further the Exercise Price can be different for different set of employees for options granted on same/different dates. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with applicable laws

g) Exercise period and process of exercise

The exercise period shall not be more than Four (4) years from the date of respective vesting of Options. The vested Options may be exercised by the Grantee at one time or at various points of time within such Exercise Period, in the manner determined by the Committee from time to time.

The vested Options shall be exercisable by the Employees by a written application (or by electronic means through a software platform) to the Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified Exercise Period.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising*:

Sr. No.	Separations	Vested Options	Unvested Options
1.	**Resignation**	All Vested Options which were not exercised at the time of resignation shall stand cancelled with effect from the date of such resignation.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2.	**Termination (With cause like fraud, misconduct etc.)**	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3.	**Termination (Without cause)**	All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee on or before his last working day with the Company.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
4.	**Retirement or early retirement approved by the Company**	All Vested Options as on the cessation date shall continue to remain exercisable by the Grantee within the originally applicable Exercise Period, unless otherwise determined by the Committee in accordance with Applicable Laws.	All Unvested Options as on the cessation date shall continue to vest as per the original vesting schedule and, upon vesting, may be exercised within the originally applicable Exercise Period, unless otherwise determined by the Committee in accordance with Applicable Laws.
5.	**Death**	All Vested Options as on the date of death shall remain exercisable by the nominee(s) or legal heir(s), as applicable, immediately after the date of death but in no event later than 12 months therefrom, unless a longer period is permitted by the Committee in accordance with Applicable Laws.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the nominee(s) or legal heir(s), as applicable, within 12 months from the date of death, unless a longer period is permitted by the Committee in accordance with Applicable Laws.
6.	**Permanent Incapacity**	All Vested Options as on the date of Permanent Incapacity shall remain exercisable by the Grantee or, if the Grantee is unable to exercise, by the nominee(s) or legal heir(s), as applicable, immediately after such date but in no event later than 12 months therefrom, unless a longer period is permitted by the Committee in accordance with Applicable Laws.	All Unvested Options as on the date of Permanent Incapacity shall vest immediately and may be exercised by the Grantee or, if the Grantee is unable to exercise, by the nominee(s) or legal heir(s), as applicable, within 12 months from such date, unless a longer period is permitted by the Committee in accordance with Applicable Laws.
7.	**Abandonment****	All the Vested Options shall be treated as cancelled.	All the Unvested Options shall be treated as cancelled.
8.	**Any other reason Not specified above**	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

**In case of any regulatory changes warranting any change in vesting schedule/conditions/exercise period in any of the above separation conditions, the provision of such change shall apply.*

***The Board / Committee, at its sole discretion, shall decide the date of cancellation of Options and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Laws, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of CSL-ESOS 2026 in any manner which may be detrimental to the interests of the Employees.*

h) Appraisal Process for determining the eligibility of Employees to the CSL - ESOS 2026

The appraisal process for determining the eligibility of the Employee will be specified by the NRC and will be based on criteria such as targets achieved (revenue), the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Committee.

i) Maximum number of Options to be offered and issued per Employee and in the aggregate

The maximum number of Options that may be Granted pursuant to this Scheme shall not exceed 26,99,379 (Twenty-Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy-Nine) Options which shall be convertible into equal number of Shares i.e. 26,99,379 (Twenty-Six Lakhs Ninety-Nine Thousand Three Hundred and Seventy-Nine) Equity Shares of the Company.

Subject to the availability of Options in the pool under the Scheme, the maximum number of options that may be granted to any eligible employee during any one year shall not equal to or exceed one per cent (1%) of the issued capital (excluding outstanding warrants and conversions). of the Company at the time of grant unless prior approval of the shareholders of the Company is obtained by way of a separate resolution in accordance with the applicable provisions of the SEBI SBEB & SE Regulations and other applicable laws. Accordingly, pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and the applicable provisions of the SEBI SBEB & SE Regulations, the Company proposes to seek the separate approval of the shareholders as set out at Item No. 8 of this notice for granting of Options to any eligible employee during any one year equal to or exceeding one per cent (1%) but not exceeding three per cent (3%) of the issued capital of the Company (excluding outstanding warrants and conversions) as at the time of grant

j) Maximum quantum of benefits to be provided per Employee under the CSL - ESOS 2026

The maximum quantum of benefits that will be provided to every eligible Employee under the CSL-ESOS 2026 will be the difference between the market value of Company's Shares on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

k) Whether CSL - ESOS 2026 is to be implemented and administered directly by the Company or through a trust

The CSL - ESOS 2026 will be implemented and administered through trust under the guidance of the Nomination and Remuneration Committee.

l) Whether CSL - ESOS 2026 involves new issue of shares by the Company or secondary acquisition by the trust or both

The CSL - ESOS 2026 - involves secondary acquisition of shares from the market by the Trust subject to the specified limits and the other provisions contained in the SEBI SBEB & SE Regulations. However, the company may issue new equity shares to the trust and the trust may, subject to the applicable laws, subscribe to the shares of the company.

m) The amount of loan to be provided for implementation of the CSL - ESOS 2026 by the Company to the trust, its tenure, utilization, repayment terms, etc.

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through an interest-free loan or any other form of financial assistance permissible under Applicable Laws. Further, the Trust may take loans from banks or any other person/source under Applicable Laws.

Any funding provided by the Company to the Trust shall be utilized strictly for the objects of the Trust and implementation of the Scheme, and any repayment by the Trust shall be made in accordance with the trust deed and Applicable Laws.

The total amount of provision of money for purchase of fully paid- up Equity Shares in the Company by the Compucom Software Limited Employee Welfare Trust shall not exceed the maximum limit prescribed under Applicable Laws, from time to time, presently not exceeding 5% of the aggregate of paid-up capital and free reserves of the Company as provided in The Companies Act, 2013 subject to maximum of 2% of paid-up Equity Share Capital (at the end of Previous FY) per financial year. The loan shall be repayable by the Trust subject to availability of the funds received pursuant to exercise of stock options under the Scheme and in accordance with the relevant provisions of the applicable laws & regulations. The utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed including the implementation of the Scheme wherein it will purchase the Shares of the Company through secondary acquisition from the Market. The Trust shall repay the loan to the Company by utilising the proceeds realised from Exercise of Options by the Grantees and the accruals of the Trust during the tenure of the Scheme or at termination of the Scheme.

n) ***Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the CSL - ESOS 2026***

The Trust shall acquire the Shares subject to the limits as prescribed under the SEBI SBEB & SE Regulations, 2021 from time to time.

The total number of shares under secondary acquisition held by the Trust in pursuance of the Scheme shall at no time exceed 2% of the paid-up equity capital of the Company at the end of the financial year immediately prior to the year in which shareholders' approval is obtained, in compliance with the SEBI SBEB & SE Regulations, 2021 as amended, and that secondary acquisition by the Trust in any financial year shall not exceed 2% of the paid-up equity capital as at the end of the respective previous financial year.

o) ***Statement to the effect that the Company shall conform to the accounting policies specified in Regulation:***

The Company shall comply with all applicable laws, regulations and accounting standards relating to Employee Stock Options, including the provisions of **the SEBI SBEB and SE Regulations,** Section 133 of the Companies Act, 2013, the applicable Guidance Note on Accounting for Employee Share-based Payments, and other accounting standards or guidelines as may be prescribed by the regulatory authorities from time to time. The compensation cost arising out of grant of Options shall be accounted for in the books of the Company over the vesting period.

The Company shall make necessary disclosures relating to grant, vesting, exercise and lapse of Employee Stock Options in the Directors' Report or its annexures, as required under **the SEBI SBEB and SE Regulations** and other applicable laws in force from time to time.

The Company shall provide the prospective Option Grantees with disclosures relating to risk factors, information about the Company and salient features of the CSL-ESOS 2026 Scheme, in the format prescribed under the applicable **the SEBI SBEB and SE Regulations**, 2021.

The Company shall comply with the disclosure requirements and accounting policies specified under Regulation 15 of the **the SEBI SBEB and SE Regulations**, and such other requirements as may be prescribed by the regulatory authorities from time to time.

p) ***The method which the Company shall use to value its Options:***

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the stock Options as are applicable to the Company for the same.

The Company shall adopt fair value method for valuation of options as prescribed under Ind AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time. The Company will follow IFRS and IND AS and any other requirements for accounting of the stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share-based employee benefits using the fair value method, the following statement as required under SEBI SBEB and SE Regulations, will not be applicable viz.

"In case the Company opts for expensing of share based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report."

q) ***Statement with regard to Disclosure in Director's Report:***

As the Company is adopting fair value method, presently there is no requirement for disclosure in Director's Report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

r) ***Period of lock-in:***

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. Further, the Board or Nomination & Remuneration Committee as may be authorised by the Board may, in some cases, provide for lock-in of Shares issued upon exercise of Options.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

s) ***Terms & conditions for buyback, if any, of specified securities covered under the* SEBI SBEB and SE Regulations**

The Committee/ Board will determine the procedure for buy-back of Options granted under the Scheme, if decided to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the Applicable Laws.

t) ***Rights of the Option holder***

The Employee shall not have a right to receive any dividend, vote, or otherwise enjoy the benefits of a shareholder in respect of Employee Stock Options granted, until the corresponding Shares are transferred to the Grantee upon valid exercise of such Employee Stock Option in accordance with the Scheme.

u) ***Consequence of failure to exercise Option***

All unexercised Options shall lapse if not exercised on or before the exercised period ends.

Any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

v) ***Terms of the scheme:***

1) The CSL-ESOS 2026 shall continue in effect unless **(i)** terminated by the Board of Directors; or **(ii)** till the date on which all of the Options available for issuance under the Scheme have been issued and exercised, whichever is earlier.
2) Any such termination of the CSL-ESOS 2026 shall not affect Options already Granted and the powers of the Committee/ Trust in relation to such Options, and the same shall remain in full force and effect as if the Scheme had not been terminated unless mutually agreed otherwise between the Grantee /nominee/legal heirs and the Company.

w) ***Transferability of Employee Stock Options:***

1) The Options granted to an Employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
2) In the event of resignation or termination of the Option grantee, all the Options which are granted and yet not vested as on that day shall lapse.
3) In the event that an Option grantee who has been granted benefits under a CSL - ESOS 2026 scheme is transferred or deputed to holding company or its subsidiary company or associate company or group company (present or future) prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed Employee, even after the transfer or deputation.

X) ***Other terms and conditions:***

1) Nothing herein is intended to or shall give the Option Grantee any right or status of any kind as a shareholder of the Company (for example, bonus shares, rights shares, dividend, voting, etc.) in respect of any Shares covered by the Grant unless the Option Grantee exercises the Employee Stock Option and becomes a registered holder of the Shares of the Company.
2) The Grantee shall not be entitled to any compensation or damages for any loss or potential loss which he may suffer by reason of being unable to Exercise Options in whole or in part.
3) Any statutory taxes or other charges applicable on such Vesting or Exercise of such Options would be the sole liability and responsibility of the Grantee, and the Grantee will not have any recourse to the Company in this regard.
4) The Grantee shall abide by the SEBI (Prohibition of Insider Trading) Regulations ('SEBI PIT Regulations') and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003 as may be amended from time to time, Company's Code of Conduct to regulate, monitor and report trading by designated persons and Code of practices and procedures for fair disclosure of unpublished price sensitive information adopted by the Company under SEBI PIT Regulations. Further, the Grantee shall indemnify and keep indemnified the Company in respect of any direct or indirect liability arising as a result or consequence of the violation of above, if applicable

The Board of Directors shall have the absolute authority to vary, modify or alter the terms of the CSL - ESOS 2026 in accordance with the Companies Act, 2013, as amended read with rules made thereunder, any regulations and guidelines as prescribed by the SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option grantees.

The Board of Directors may, if it deems necessary, modify, change, vary, amend, suspend or terminate the CSL - ESOS 2026, subject to compliance with the applicable laws and regulations.

Consent of the members is sought by way of Special Resolution pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended and as per the requirement of Regulation 6 of the SEBI SBEB and SE Regulations.

A copy of the CSL-ESOS 2026 will be available electronically for inspection by the members during the AGM i.e. September 09, 2026. Members seeking to inspect such documents can send an email to investor@compucom.co.in.

None of the 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. 6, 7, 8 and 9 of the Notice. except to the extent of their respective shareholding, if any, in the Company or to the extent they are granted any employee stock options under the CSL-ESOS-2026, in accordance with the applicable law.

Accordingly, the Board of Directors recommends passing of the Special Resolutions as set out in item nos. 6, 7, 8 and 9 of the notice.

Item No. 10

In order to execute Compucom Software Limited Employee Stock Option Scheme – 2026 through Trust Route, the Company needs to make provision of funds to the Trust to enable it to purchase the Shares of the Company.

In terms of the provisions of Section 67 of the Companies Act, 2013, read with Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, the provision by a Company of loan in accordance with any scheme approved by Company through Special Resolution, for the purchase of, or subscription for, fully paid-up shares in the Company, if the purchase of, or the subscription for, the equity shares held by trustees for the benefit of the employees.

Therefore, the Board recommends the Special Resolution set out in **Item No. 10** of the notice for approval by the Shareholders.

The disclosures as per Rule 16 of The Companies (Share Capital and Debentures) Rules, 2014, are as under:

1.	**The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.**	(j) an Employee designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a Managing Director or Whole Time Director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or (iii) an Employee as defined in sub-clauses (i) or (ii), of a Subsidiary, Associate Company or Group Company of the Company, in India or outside India, but does not include: a) an employee who is a Promoter or a person belonging to the Promoter Group; or b) a director who, either himself or through his Relative or through any Body Corporate, directly or indirectly holds more than ten percent of the outstanding equity shares of the Company.
2.	**The particulars of the Trustee or Employees in whose favor such Shares are to be registered.**	**Name of the Trust:** Compucom Software Limited Employee Welfare Trust. **Name of the Trustees:** Deepak Rampuria & Nitin Kapoor The Compucom Software Limited Employees Stock Option Scheme – 2026 (**"Scheme"**) shall be offered to employees of Company as well as to employees of Holding Company its Subsidiary Company(ies)**,** and/or Associate Company(ies), Group Company(ies) (Present and future)
3.	**Particulars of Trust.**	**Name of the Trust:** Compucom Software Limited Employee Welfare Trust **Address of the Trust:** SP-5, 5-A, Tilak Marg, C-Scheme, Jaipur –302022
4.	**Name, Address, Occupation and Nationality of Trustees**	**Name:** Deepak Rampuria S/o Jatanlal Rampuria **Address:** Plot No. 39, S-8, Royal Castle, Airport Road, Budhsingpura, Sanganer Jaipur-302029 **Occupation:** Advocate and Tax Consultant

		Nationality: Indian **Name:** Nitin Kapoor S/o Rajendra Singh Kapoor **Address**: 69/374, Saraswati Marg, Mansarovar, Jaipur-302020 **Occupation**: Head of IT department, Compucom Software Limited **Nationality**: Indian
5.	**Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any**	None
6.	**Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect there of.**	The Key Managerial personnel and Directors are interestedin the Scheme only to the extent, to the Options that may be granted to them, if any, under the Scheme.
7.	**The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme**	(i) To reward and incentivize the Employees for their association and performance; (ii) To motivate the Employees to contribute to the growth and profitability of the Company; (iii) To retain the Employees and reduce the attrition rate of the Company; (iv) To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company; (v) To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.Further, the employees will be entitled to exercise the Options granted to them at the exercise price during the exercise period pursuant to Scheme
8.	**The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised.**	The Trust would be considered as the registered Share holder of the Company till the date of transfer of Shares to the employees. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust. Once the shares are transferred to the employees upon their exercise, then the employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.

In terms of Section 67(3) The Companies Act, 2013, read with Rule 16 of The Companies (Share Capital and Debentures) Rules, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of loan to the Trust to fulfil the requirements of CSL-ESOS-2026.

None of the 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. 10 of the Notice. except to the extent of their respective shareholding, if any, in the Company or to the extent they are granted any employee stock options under the CSL-ESOS-2026, in accordance with the applicable law.

Accordingly, the Board of Directors recommends passing of the Special Resolution as set out in item no. 10 of the notice.

Date: August 01, 2026
Place: Jaipur

By order of the Board of Directors
For Compucom Software Limited

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

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

ANNEXURE TO THE NOTICE OF THIRTY SECOND ANNUAL GENERAL MEETING

Information pursuant to Regulation 36(3) of The 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 Wednesday, September 09, 2026.

Name of Director	Mr. Vaibhav Suranaa	Mr. Ajay Kumar Surana	Dr. Arvind Kumar Dwivedi
Date of Birth	March 29, 1993	February 10, 1958	August 31 ,1964
DIN	05244109	01365819	11699585
Age (in years)	33	68	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. Ajay Kumar Surana is M. Tech in Computer Science from IIT, Delhi. He is CEO of ITneer Inc. from many years, worked as software consultant in Bell Atlantic, client server, DBMS Technology, Internet and E-commerce segments.	Dr. Arvind Kumar Dwivedi holds a Ph.D. from IIT Roorkee, M.E. (Civil Engineering) with Gold Medal from MITS Gwalior, and B.E. (Civil Engineering) with Honors.
Brief Resume and Experience	Brief Resume and Experience: Mr. Vaibhav Suranaa is an alumnus of the Indian Institute of Technology (IIT) Delhi and the Indian Institute of Management (IIM) Ahmedabad. He has over eight years of professional experience across information technology, digital media, hospitality and business management. He has been associated with Compucom Software Limited and its group entities in various capacities relating to business development, project coordination, digital initiatives, corporate communications and strategic planning. He also has experience in web development, digital marketing and business consulting across diverse sectors.	Brief Resume and Experience: Mr. Ajay Kumar Surana holds a Master's degree in Electrical Engineering from the Indian Institute of Technology (IIT) Delhi and a Master's degree in Computer and Information Science from the New Jersey Institute of Technology (NJIT), USA. He has over 40 years of rich experience in the information technology industry, including software consulting, enterprise applications, database technologies, internet and e-commerce solutions, and digital transformation. He also has extensive experience in technology management, software development, business operations and environmentally sustainable manufacturing and packaging solutions in international markets.	Dr. Arvind Kumar Dwivedi has received several prestigious recognitions including the Best Research Paper Award by the International Association of Bridge & Structural Engineers (IABSE), Lifetime Achievement Awards in Academia & Research, and various honors for academic and social contributions. He is an eminent academician and administrator with more than 38 years of rich experience in the field of Civil Engineering, technical education, institutional administration, research, andacademic governance. He is served as Pro Vice Chancellor and Controller of Examination at Jagannath University, Jaipur and has also served as Professor (Civil Engineering), Pro Vice Chancellor, Dean (Faculty Affairs), Dean (Student Welfare), and Controller of Examinations at Rajasthan Technical University, Kota.
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 andTechnology.	Expert in R&D, Industry, Administration, Skilling, Entrepreneurship and Academia..
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.
Directorships held in other Companies	5	6	0

Name of Director	Mr. Vaibhav Suranaa	Mr. Ajay Kumar Surana	Dr. Arvind Kumar Dwivedi
Membership/ Chairmanships of the Committees of the Board of other Companies	NIL	NIL	NIL
No. of Equity shares held in the Company as on date	189487	NIL	NIL
Relationship with other Directors, Managers & Key Managerial Personnel	Son of Mr. Surendra Kumar Surana	Brother of Mr. Surendra Kumar Surana	NIL
Key terms and conditions of appointment/ re-appointment	Re-appointment as Whole-Time Director (designated as Executive Director) upon completion of his existing tenure, on the same terms and conditions as previously approved by the shareholders.	Liable to retire by rotation in terms of Sec 152(6) of the Companies Act, 2013 and other existing terms and conditions as approved by shareholders.	Appointment as Non-Executive Independent Director for a first term of 2 years with effect from June 15, 2026, to June 14, 2028 (both days inclusive), and who shall not be liable to retire by rotation.
Equity listed Companies from which he/she resigned in the past three years.	NIL	NIL	NIL
Date of First Appointment on the Board	May 18, 2019	May 27, 2024	May 28, 2026
No. of Board Meeting attended during the year 2025-26	5	1	1
Last Drawn Remuneration	Remuneration Last Drawn is Rs. 22,60,592/- in the financial year 2025-26.	NIL	NIL
Remuneration Proposed to be paid	Remuneration of Rs. 60,00,000/- per annum. Also proposed remuneration will remain within the limit approved by the shareholders.	Sitting fees for attending meetings of the Board of Directors and their Committees as may be approved by Board of Directors on the recommendation of Nomination and Remuneration Committee.	Sitting fees for attending meetings of the Board of Directors and their Committees as may be approved by Board of Directors on the recommendation of Nomination and Remuneration Committee.

Date: August 01, 2026
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