

No.: CSL/BSE/NSE/25-26/

Date: - 01.09.2025

1) BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001.

Email- corp.compliance@bseindia.com

Stock Code: 532339

(BY BSE LISTING CENTRE)

2) National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor, Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai-400051.

Email- cm1ist@nse.co.in

Stock Code: COMPUSOFT

(BY NSE NEAPS)

Sub: - Notice of 31st Annual General Meeting to be held on Saturday, September 27, 2025, along with Annual Report for the Financial Year 2024-25.

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 31st Annual General Meeting ("AGM") to be held on Saturday, September 27, 2025 at 04:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the business as listed in the Notice of 31st AGM along with Annual Report for the Financial Year 2024-25, for your reference & record.

The Notice of 31st AGM and Annual Report for Financial Year 2024-25 are also made available on the website of the Company at the link: <https://compucom.co.in/mdocs-posts/annual-report-2024-2025/>.

The Company has commenced the dispatch of the Notice of 31st AGM and Annual Report for Financial Year 2024-25 to the members by electronic means from Monday, September 01, 2025.

The Schedule of the 31st Annual General Meeting is as under:

| Event | Date | Time |
|---|------------------------------|---------------|
| Cut-off date to vote on AGM Resolutions | Saturday, September 20, 2025 | NA |
| Record Date- For AGM and Final Dividend | Saturday, September 20, 2025 | NA |
| Commencement of dispatch of annual report to shareholders | Monday, September 01, 2025 | NA |
| Completion of dispatch of annual report to shareholders | Monday, September 01, 2025 | NA |
| Commencement of E-voting | Tuesday, September 23, 2025 | 9:00 A.M. IST |

| | | |
|-----------------|---------------------------------|------------------|
| End of E-voting | Friday, September 26, 2025 | 5:00 P.M. IST |
| AGM | Saturday, September 27, 2025 | 4:00 P.M. IST |

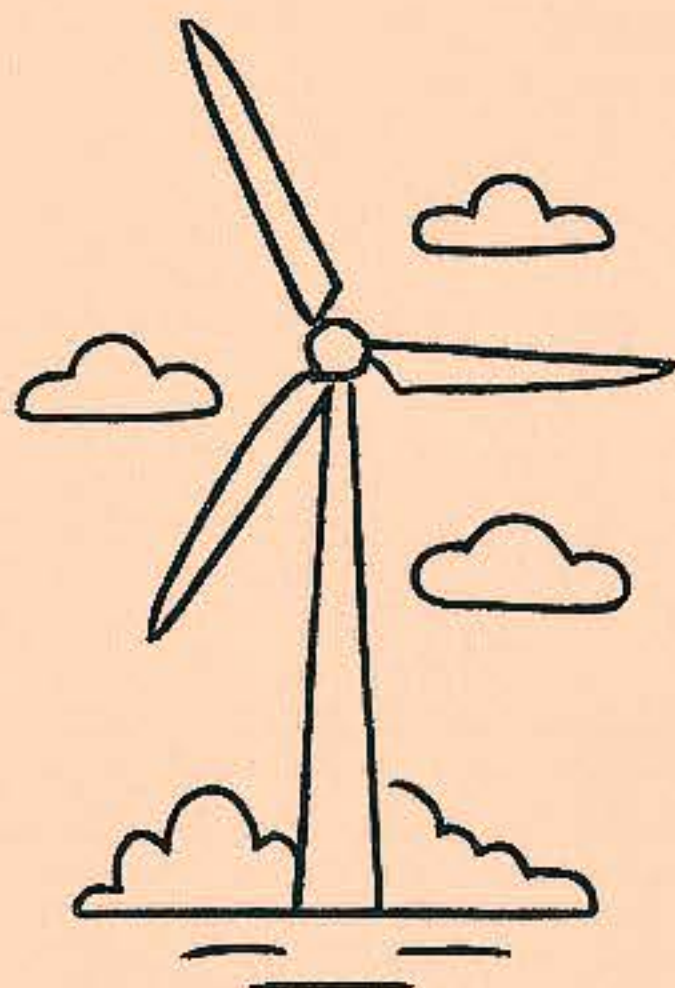
You are requested to take note of the above and inform all concerned accordingly.

Thanking You,

For Compucom Software Limited

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

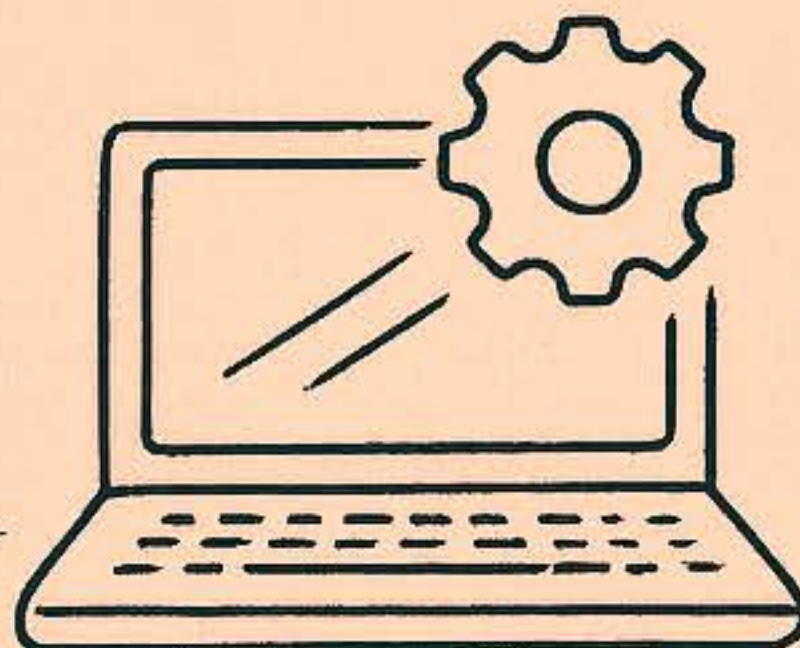
Enclosed: A/a



COMPUCOM

SOFTWARE LIMITED

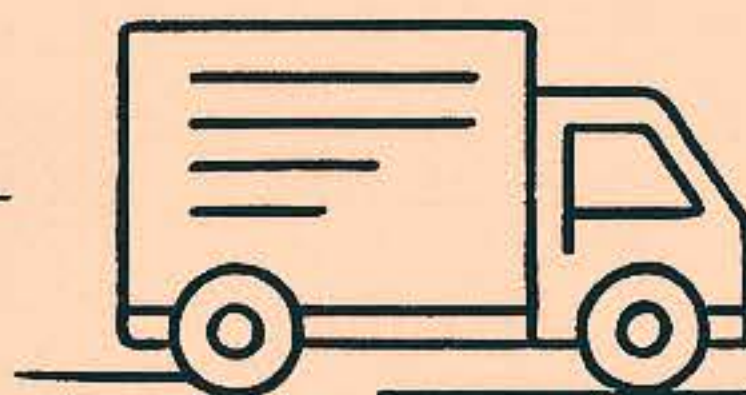
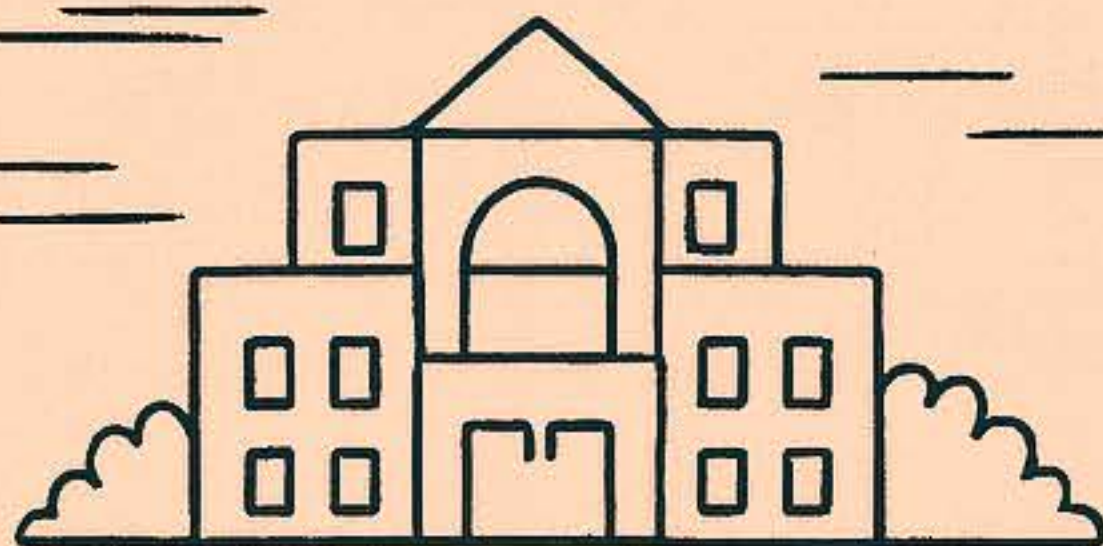
We make IT happen



31ST

ANNUAL REPORT

2024-25





From the Desk of the Chairperson, Managing Director & CEO

Dear Shareholders,

I hope this letter finds you in good health and high spirits. As we enter another exciting financial year, I am delighted to share with you our continued progress, evolving vision, and unwavering commitment to growth, innovation, and value creation. Building on the progress from previous years, Compucom Software Limited remains focused on scaling new heights across its core business areas.

Financial Performance:

The total revenue of the Company during the year stood at Rs. 34.45 crores, while the net profit amounted to Rs. 2.29 crores. The reduction in revenue and profit as compared to the previous year was primarily on account of completion of major portions of certain projects in the preceding year. The Company is actively pursuing new projects and is also focusing on diversification into new business segments such as hospitality and cold chain sectors to strengthen future growth.

We aim to sustain and enhance this growth trajectory in FY 2025–26 through operational efficiency, targeted investments, and expansion into high-potential markets and projects.

Strategic Initiatives and Sector Highlights:

The ICT Education segment remains a cornerstone of our success. We implemented multiple large-scale ICT projects in Rajasthan, Ongoing projects 53,

398, 525, 301 and 412 ICT school projects. With the Central and State Governments continuing their strong emphasis on digital education, we are actively pursuing additional ICT tenders and expansion opportunities across India for FY 2025–26.

In the Skill Development domain, we continue to deliver training programs under flagship schemes such as PMKVY, DDU-GKY, and RSLDC. This year, our focus will be on expanding our reach to underserved regions, forging new institutional partnerships, and leveraging our technology backbone for scalable impact.

Our subsidiary, CSL Infomedia Private Limited, continues to strengthen its media presence. Its flagship news channel JAN-TV remains a leading broadcaster in Rajasthan, accessible via Tata Play (1185), Airtel DTH (355), Jio Fiber (1384), JioTV, YouTube, and other OTT platforms. Plans are underway to expand content offerings and viewership in FY 2025–26.

In the Hotel & Hospitality sector, work on our Heritage Style Hotel project is progressing well, and we are confident of fully completing it in this financial year. Additionally, infrastructure development in cold storage, commodity storage, and trading segments continue at a steady pace and remain a strategic growth focus.

Operational Excellence:

We have adopted advanced project management methodologies and integrated digital tools to streamline operations, improve timelines, and deliver client satisfaction. Employee training and development continue to be a priority, ensuring that our workforce remains agile and future ready.

Sustainability and Corporate Responsibility:

We remain committed to reducing our environmental footprint and uplifting communities through impactful CSR initiatives. Our support for education among underserved communities and eco-friendly practices reflects our broader mission of inclusive and sustainable development.

Vision for FY 2025–26:

Looking ahead, we are optimistic and well-positioned for growth. Our focus this year will be on:

- Securing new government and institutional contracts in ICT and skill development
- Enhancing digital service delivery
- Expanding geographical presence across emerging markets
- Diversifying our portfolio through innovation and strategic alliances

Appreciation:

I extend my deepest gratitude to our esteemed shareholders for your continued trust and encouragement. I also thank our employees, partners, and customers for their dedication and collaboration in driving our vision forward.

Together, we shall continue to build a sustainable and fruitful enterprise, and I am confident that FY 2025–26 will be yet another year of continued growth, innovation, and shared prosperity.

Warm regards,

Surendra Kumar Surana

Chairperson, Managing Director & CEO
Compucom Software Limited

Contents

| | |
|---|-----|
| ☞ Corporate Information | 2 |
| ☞ Notice of 31 st Annual General Meeting | 3 |
| ☞ Board's Report | 20 |
| ☞ Management Discussion and Analysis Report | 45 |
| ☞ Corporate Governance Report | 55 |
| ☞ Auditors' Certificate on Corporate Governance | 79 |
| ☞ Compliance Certificate | 80 |
| ☞ Financial Statements-Compucom Software Limited | |
| • Independent Auditors' Report | 81 |
| • Balance Sheet | 90 |
| • Profit and Loss Account | 91 |
| • Cash Flow Statement | 92 |
| • Change in Equity | 93 |
| • Notes to the Financial Statements | 94 |
| ☞ Consolidated Financial Statements | |
| • Independent Auditors' Report | 125 |
| • Consolidated Balance Sheet | 132 |
| • Consolidated Profit and Loss Account | 133 |
| • Consolidated Cash Flow Statement | 134 |
| • Consolidated Change in Equity | 135 |
| • Notes to the Consolidated Financial Statements | 136 |

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Surendra Kumar Surana

Chairperson, Managing Director and CEO
DIN: 00340866

Mr. Vaibhav Suranaa

Whole Time Director & Executive Director
DIN: 05244109

Mrs. Trishla Rampuria*

Non-Executive Woman Director
DIN: 07224903

Mr. Ajay Kumar Surana

Non-Executive Director
DIN: 01365819

Dr. Baldev Singh

Independent Director
DIN: 08333652

Dr. Ashwini Kumar Sharma

Independent Director
DIN: 03185731

Mrs. Sunita Garg

Independent Director
DIN: 10625487

Mr. Satya Narayan Vijayvergiya

Independent Director
DIN: 03185976

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited
F-65, 1st Floor, Okhla Industrial Area,
Phase-1, New Delhi-110020, India
Phone No: +91-11-41406149
Fax: +91-11-41709881
Email: admin@mcsregistrars.com

REGISTERED OFFICE

IT: 14-15, EPIP, Sitapura, Jaipur
- 302022, (Rajasthan) India
Phone: +91-141-4867353
Email: fin@compucom.co.in
Website: www.compucom.co.in
Corporate Identification Number:
L72200RJ1995PLC009798

WHOLLY OWNED SUBSIDIARY COMPANY

CSL Infomedia Private Limited

BOARD COMMITTEES

Audit Committee

Dr. Baldev Singh (Chairperson)
Mr. Vaibhav Suranaa (Member)
Mrs. Sunita Garg (Member)

Nomination & Remuneration Committee

Mr. Satya Narayan Vijayvergiya (Chairperson)
Dr. Ashwini Kumar Sharma (Member)
Mr. Ajay Kumar Surana (Member)

Stakeholder Relationship Committee

Dr. Ashwini Kumar Sharma (Chairperson)
Mr. Vaibhav Suranaa (Member)
Mr. Ajay Kumar Surana (Member)

Borrowing committee

Mr. Surendra Kumar Surana (Chairperson)
Mr. Vaibhav Suranaa (Member)
CA Sanjeev Nigam (Member)

KEY MANAGERIAL PERSONNEL

CA Sanjeev Nigam

Chief Financial Officer

CS Varsha Rane Choudhary

Company Secretary & Compliance Officer

STATUTORY AUDITOR

M/s S. Misra & Associates

Chartered Accountants
3-C, III Floor, Tilak Bhawan, Tilak Marg, C-Scheme,
Jaipur (Rajasthan)- 302005, India

SECRETARIAL AUDITOR

M/s V. M. & Associates

Company Secretaries
403, Royal World, Sansar Chandra Road, Jaipur
(Rajasthan) – 302001, India

PRINCIPAL BANKERS

State Bank of India
Axis Bank Limited
IndusInd Bank Limited

*Trishla Rampuria resigned from the Board w.e.f. May 27, 2025.

NOTICE OF THE THIRTY FIRST ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

Category I

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

Category II

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

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

Category III

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

Other Terms & Conditions:

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

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

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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”

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

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

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

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

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

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

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

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

Date: August 07, 2025

Place: Jaipur

By order of the Board of Directors
For Compucom Software Limited

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

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

NOTES:

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

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

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

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

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

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

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

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

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

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

22. Voting through electronic means: -

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

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

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

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

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

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

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

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

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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. 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) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

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

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

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

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

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

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

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

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

Date: August 07, 2025

Place: Jaipur

By order of the Board of Directors

For Compucom Software Limited

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: -

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

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

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

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

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

Brief Profile of the Secretarial Auditor:

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

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

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

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

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

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

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

Item no. 5: -

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

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

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

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

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

I. General Information

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

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

II. Information About the Appointee:

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

- **Past Remuneration and Proposed Remuneration:**

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

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

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

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

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

III. Other information:

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

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

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

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

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

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

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

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

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

Item no. 6 : -

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

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

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

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

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

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

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

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

Item no. 7: -

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

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

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

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

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

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

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

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

Date: August 07, 2025

Place: Jaipur

Registered Office:

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

By order of the Board of Directors
For Compucom Software Limited

Sd/-

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

ANNEXURE TO THE NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING

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

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

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

Date: August 07, 2025
Place: Jaipur

By order of the Board of Directors
For Compucom Software Limited

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

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

BOARD'S REPORT

To,
The Members,
Compucom Software Limited

Your Company has immense pleasure in presenting their 31st Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year ended on March 31, 2025.

FINANCIAL RESULTS:

The highlights of the financial results for the financial year 2024-25 are as follows: (Rs. in Lakhs)

| Particulars | 31.03.2025 | 31.03.2024 |
|--|----------------|----------------|
| Total Income | 3444.66 | 6750.16 |
| Total Expenses before DIT | 2145.00 | 5273.37 |
| Operating Profit (PBDIT) | 1299.66 | 1476.79 |
| Finance Cost | 379.55 | 213.09 |
| Depreciation | 591.95 | 616.00 |
| Exceptional Items | 0.00 | 0.00 |
| Profit before Tax | 328.16 | 647.70 |
| Provision for Income Tax including Deferred Tax | 99.28 | 173.76 |
| Profit After Tax | 228.88 | 473.94 |
| Other Comprehensive Income | 3.18 | 107.04 |
| Total Comprehensive Income | 232.06 | 580.98 |
| Appropriation | - | - |
| Dividend | 158.25 | 316.50 |
| Dividend Tax | - | - |
| Transfer to General Reserve | - | - |
| Total Appropriations | 158.25 | 316.50 |
| Earnings per Share: Basic and Diluted (in Rs.) Considering Extraordinary Items | 0.29 | 0.60 |
| Without Considering Extraordinary Items | 0.29 | 0.60 |

RESULT OF OPERATIONS:

Total income earned during the year amounted to Rs. 3444.66 Lakhs compared to that of Rs. 6750.16 Lakhs in the previous financial year. This reflects a decrease of Rs. 3305.5 Lakhs i.e. 48.97 %. The increase in capital expenditure and corresponding outflow of funds during the year is primarily on account of the ongoing **Hotel Project**, which is in its near completion stage. The Company has continued to incur significant project-related expenses towards construction, fit-outs, interior works and related capital works. This increase is part of the planned investment cycle, and the project, once completed, is expected to augment the Company's asset base, enhance operational capacity, and contribute positively to future growth and revenue streams. Operating Profit during the period under review is Rs.1299.66 Lakhs as compared to Rs. 1476.79 Lakhs in the previous financial year and the total operating expenses during the year amounted to Rs.2145.00 Lakhs as compared to Rs. 5273.37 Lakhs in the previous financial year.

The profit before tax has decreased from Rs. 647.70 Lakhs in the previous financial year to 328.16 Lakhs in the current financial year.

The profit after tax of Compucom Software Limited has decreased from Rs. 473.94 Lakhs in the financial year 2023-24 to Rs. 228.88 Lakhs in the financial year 2024-25. This reflects a decrease in Rs. 245.06 Lakhs i.e. 51.71%.

The future prospects regarding the working of the Company and reasons for deviations in income are provided in the Management Discussion and Analysis Report as **Annexure VII** of this report.

As required by IND AS- 110, Consolidated Financial Statements are provided in the later section of the Annual Report.

BUSINESS OPERATIONS:

(1) Software & E-Governance Services:

The E-Governance segment primarily includes projects such as BOCW, LDMS, and the export of software services. During the year, the Company strategically focused on areas offering higher margins and lower risk profiles. Notably, a

few new customers were on boarded under the export of software services, contributing to the segment's growth. The revenue generated from this segment during the current financial year 2024-25 was Rs. 114.66 Lakhs as against Rs 311.68 Lakhs during the previous financial year. This reflects a decrease of 63.21% i.e. Rs. 197.02 Lakhs due to lower order received from overseas.

(2) Learning Solutions:

The Learning Solution Segment mainly comprises ICT 525 (Five Hundred Twenty-Five) School Project, 53 (Fifty-Three) ICT School Project, 398 (Three Hundred Ninety-Eight) ICT School Project, 412 (Four Hundred Twelve) ICT School Project and 301 (Three Hundred One) BRC's Project and RSLDC Project. These PPP Projects could not have been a success without the cooperation extended by Employees, Business Associates, Vendors and Government officials. Most of these projects are in the form of IT Infrastructure development and imparting Computer education through Satellite at school levels.

The Company has massive plans for capturing the advantage of Indian education expenditure planned through Govt. of India promoted PPP models across India, fueled by Sarva Shiksha Abhiyan (SSA), Rastriya Madhyamik Shiksha Abhiyan (RMSA) and skill development initiatives. The company is also planning to leverage in-house software development and satellite-based technology skills for expansion in schools and coaching Business.

During the year the revenue generated from this segment was Rs. 2716.67 Lakhs as against Rs. 5908.04 Lakhs during the previous financial year. This reflects a decrease of 54.02% i.e. Rs. 3191.37 lakhs due to the reason that we have completed major quantity of projects during the preceding financial year 2023-24.

The current status of various projects being implemented by us is as under:

The Company has nearly completed the operation and maintenance of the **Labour Department Management System (LDMS)** project for the Department of Labour, Government of Rajasthan. An extension of 3.5 months, with an additional value of approximately Rs. 58 lakhs, is expected.

Progress on various **school projects** is as under:

1. 525 schools – completed up to 64%
2. 53 schools – completed up to 83%
3. 398 schools – completed up to 59%
4. 412 schools – completed up to 59%
5. 301 schools – completed up to 93%

Further, under the **Deen Dayal Upadhyaya Grameen Kaushalya Yojana** of the Ministry of Rural Development (MoRD), Government of India, the project has achieved a completion level of 31%.

- 1) ICT 525 (Five Hundred Twenty-Five) School Project:** Received the tender for "Supply and Installation of Computer Systems, Interactive Panel, Printer, UPS and Networking & Electrification etc. in 525 (Five Hundred Twenty-Five) Government Schools with 5 (Five) years On-Site Comprehensive Warranty" of approximately Rs. 66.98/- Crores including GST over the period of 5 (Five) years. The project is currently in progress.
- 2) ICT 53 (Fifty-Three) School Project:** Received an order for providing ICT computer lab related services and supply of related items in 53 (21+32 Schools) Govt. Schools for Establishment of ICT Computer Labs on BOOT Basis from Rajasthan Council of Schools Education (RCSE) worth approximately Rs. 7.26 Crores including GST for 5 (Five) Years. The project is currently in progress.
- 3) ICT 398 (Three Hundred Ninety Eight) School Project:** Received an order from Rajasthan Council for School Education (A Govt. of Rajasthan Undertaking) for Supply and Installation of Computer Systems, Printer, UPS and Networking, Electrification, and IT based Education etc. in 398 (Three Hundred Ninety Eight) Governments Schools for ICT Computer Labs with 5 (Five) years on-site comprehensive warranty under ICT Schools scheme worth approximately Rs. 58.00 Crores including GST. The project is currently in progress.
- 4) ICT 412 (Four Hundred Twelve) School Project:** Received an order from Rajasthan Council for School Education (A Govt. of Rajasthan Undertaking) for Supply, Installation and Training/Education through Computer Systems, Printer, UPS and Networking & Electrification etc. in 412 (Four Hundred Twelve) Government Schools with 5 (Five) years on-site comprehensive warranty worth approximately Rs. 59.77 Crores including GST. The project has been successfully implemented and is currently in progress.

- 5) 301 (Three Hundred One) BRC's Project:** Received an order from Rajasthan Council for School Education (A Govt. of Rajasthan Undertaking) for Supply and Installation of Computer Systems, Thin Client, VC System, UPS and Networking, Electrification etc. in 301 (Three hundred One) BRC with 5 (Five) years' on-site comprehensive warranty under ICT Schools scheme worth approximately Rs. 18.27 Crores including GST. The project has been successfully implemented and is currently in progress.

(3) Wind Power Generation:

The Company had 5 (Five) wind power generation plants, 2 (two) at Jaisalmer (Rajasthan) with capacity of 0.6 MW each, 2 plants (Two) at Sikar (Rajasthan) with capacity of 0.6 MW each & 1 (one) Plant at Krishna (Andhra Pradesh) with capacity of 0.8 MW.

Power Purchase Agreement (PPA) for the Jaisalmer Plants expired in February 2024 and consequently these plants were sold on August 2nd, 2024. PPA for the Sikar Plants also expired in December 2024. These plants were sold in April 2025.

Consequently, as on date, the Company's effective wind power generation capacity stood at 0.8 MW, represented by the plant located at Krishna, Andhra Pradesh.

The operation and maintenance of all the wind power projects have been outsourced to Wind World India Limited (formerly known as Enercon India Limited).

During the year revenue generated from this segment amounted to Rs. 80.24 Lakhs as compared to Rs. 157.79 Lakhs during the previous year, which shows a decrease in the revenue of 49.15% i.e. Rs. 77.55 Lakhs after disposal of Jaisalmer plants as mentioned above.

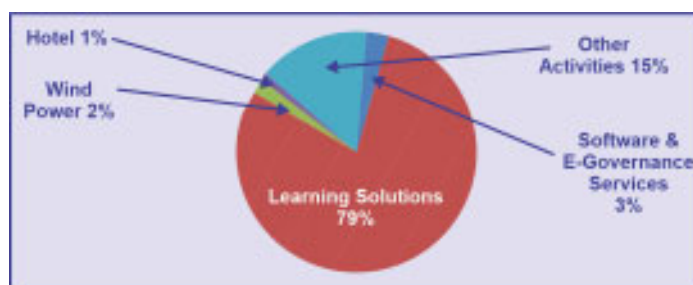
(4) Hotel:

Work on the Hotel Project at IT 12-13, EPIP Sitapura has made significant progress, with partial operations already commenced. The project has now entered its final phase, with interior works and fitments in progress. As on March 31, 2025, total expenditure incurred on the project stood at Rs. 24.73 crores. The estimated cost of completion has been revised to approximately Rs.27 crores, primarily on account of delays and inflationary factors.

During the year revenue generated from this segment amounted to Rs. 9.32 Lakhs. As compared to Rs. 3.78 Lakhs during the previous year, reflecting an increase in revenue of Rs. 5.54 Lakhs.

(5) Other Activities

During the year revenue generated from other sources amounted to Rs. 523.77 Lakhs as compared to Rs. 368.87 Lakhs during the previous year, which shows an increase in revenue of 42% i.e. Rs. 154.90 Lakhs. The increase in other income during the year was primarily on account of derecognition of liabilities amounting to Rs. 57.46 lakhs which were no longer payable. In addition, the Company earned higher interest income of Rs. 56.74 lakhs on Fixed Deposit Receipts (FDRs) and realized a profit of Rs. 34.48 lakhs from the sale of its Jaisalmer plants. Other income also includes recovery of bad debts written off in earlier years, received during the current year.



The following chart depicts revenue generated from operation for the year ended March 31, 2025: -

DETAILS OF SUBSIDIARY COMPANY:

The Company has one unlisted material wholly owned subsidiary company i.e. CSL Infomedia Private limited ("CSL Infomedia"), Jaipur as on March 31, 2025. During the year, the Company has made an additional investment by way of subscription of 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- each at an issue price of Rs. 18/- each amounting to a total investment of Rs. 12,60,00,000/- (Rupees Twelve Crores Sixty Lakhs Only). This additional investment does not alter the Company's percentage ownership in CSL Infomedia.

There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary in Form AOC-1 is provided in the later section of the Annual Report after Financial Statements of the Company as **Annexure IV**.

Further, pursuant to the provisions of Section 136 of the Act, the Standalone Financial Statements of the Company, Consolidated Financial Statements along with relevant documents are available in the later section of the Annual Report. Financial Statements of CSL Infomedia Private Limited is available on web link at https://compucom.co.in/mdocs-posts/financial-statements_csl-infomedia_2024-25/

During the year, operations of subsidiary were reviewed as follows: -

CSL Infomedia Pvt. Ltd. is an unlisted material wholly owned subsidiary Company of Compucom Software Limited. It has earned total revenue of Rs. 1331.94 Lakhs during the financial year 2024-25 as compared to Rs. 1440.85 Lakhs in the previous financial year, which shows decrement of 7.56% i.e. Rs. 108.91 Lakhs. The Company's "Loss after tax" for the financial year 2024-25 was Rs. 80.88 Lakhs as compared to a profit of Rs. 85.25 Lakhs during the previous financial year i.e. 2023-24. Overall contribution made by CSL Infomedia Private Limited in the Holding Company was negative of Rs. 80.88 Lakhs primarily on account of lower advertising orders received during the year.

CSL Infomedia Private Limited has efficaciously completed 13 (Thirteen) years of operations of its Satellite TV Channel JAN TV which is a vehicle of Educational, financial, Social and Political change. This channel offers education, news, Employment, talent development, Agriculture, Tourism, Healthcare, spiritual, sports activities, entertainment and information and cutting-edge Affairs primarily based packages. JAN TV is available on Tata Play DTH (1185), Airtel DTH (355), JIO Fiber (1384) and on all predominant OTT platforms like JIO TV, DAILYHUNT, YUPPTV, You Tube Live Streaming and on foremost cable networks throughout India. JAN TV is empaneled with DIPR, Rajasthan for getting Rajasthan government advertisements and DAVP for getting Central Government advertisements. JAN TV has additionally got empanelment with IPRD, Uttarakhand and Bihar for getting Government advertisement.

DIVIDEND:

Keeping the continuous track record of rewarding its shareholders, your directors are pleased to recommend a dividend @ 10% i.e. Rs. 0.20/- per Equity share of Rs. 2/- each for the financial year 2024-25. The total amount to be paid on account of the proposed dividend is Rs. 1,58,25,037.6/- for the financial year 2024-25 subject to the approval of shareholders at the ensuing annual general meeting. The amount paid by way of dividend was Rs. 316,50,075.20 for the preceding financial year 2023-24.

The Board of Directors of the company has fixed Record Date, i.e. Saturday, 20th September 2025, for the purpose of payment of the final dividend for the financial year ending on March 31, 2025.

Dividend declared & paid since the listing of shares of the Company:

| financial year | Dividend Rate |
|-----------------------|----------------------|
| 2001-02 | 10% |
| 2002-03 | 25% |
| 2003-04 | 25% |
| 2004-05 | 25% |
| 2005-06 | 30% |
| 2006-07 | 30% |
| 2007-08 | 15% |
| 2008-09 | 10% |
| 2009-10 | 10% |
| 2010-11 | 15% |
| 2011-12 | 15% |
| 2012-13 | 20% |
| 2013-14 | 20% |
| 2014-15 | 5% |
| 2015-16 | 5% |
| 2016-17 | 5% |
| 2017-18 | 5% |
| 2018-19 | 5% |
| 2019-20 | 15% |
| 2020-21 | 15% |
| 2021-22 | 20% |
| 2022-23 | 20% |
| 2023-24 | 20% |



BOOK VALUE PER SHARE:

Book value during the financial year 2024-25 is Rs. 17.70 per share.

SHARE CAPITAL:

The Company has only one class of shares, i.e. Equity Shares having a Face Value of Rs. 2 (Rupees Two Only) each. During the year, there has been no change in the authorized and paid-up share capital of the Company. The Company has Rs. 20,00,00,000 (Rupees Twenty Crore Only) as authorized Share Capital divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 2(Two) each. The Company has Rs.15,82,50,376 (Rupees Fifteen Crores Eighty-Two Lakhs Fifty Thousand Three Hundred Seventy-Six Only) as paid-up capital divided into 7,91,25,188 Equity Shares of Rs. 2(Two) each.

DEPOSITS FROM PUBLIC:

During the financial year 2024-25, your Company has neither accepted any deposits nor renewed any deposit, falling within the definition of Section 73, 74 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

Pursuant to Section 2(31) of the Companies Act, 2013 read with Rule 2(1)(c)(viii) of Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company had not received any unsecured loan from directors during the financial year 2024-25.

LISTING OF SHARES:

Your Company's shares are listed at National Stock Exchange of India Ltd (NSE) and BSE Limited. The Company's Symbol at NSE is COMPUSOFT and the Scrip Code of the Company at BSE is 532339.

The Company, in its 26th Annual General Meeting, approved a resolution for voluntary delisting of its equity shares from the Calcutta Stock Exchange (CSE) with a view to streamline compliance requirements and enhance administrative efficiency. In pursuance of the said resolution, the Company has duly submitted the necessary application to CSE. The delisting process is presently pending with the Calcutta Stock Exchange. In this regard, the Company has made several communications and follow-ups with CSE through letters and emails. However, no response has been received from CSE till date, and the matter continues to remain pending at their end.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS:

5 (Five) meetings of the Board of Directors were held during this financial year. The dates on which the Board Meetings were held are as follows:

May 24, 2024; July 24, 2024; August 20, 2024; November 11, 2024, and February 10, 2025.

The intervening gap between any two meetings was within the period prescribed by the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and clause 1.1 of Secretarial Standard 1 issued by The Institute of Company Secretaries of India. The Details of the Board Meetings and attendance at such meetings are provided in the Corporate Governance Report attached with the Annual Report as **Annexure VIII**.

NOMINATION AND REMUNERATION POLICY:

The Nomination and Remuneration Policy of the Company, containing selection and remuneration criteria of Directors, Senior Management Personnel and Key Managerial Personnel (KMP) and performance evaluation of Directors/Board/Committees/Chairperson, has been designed to keep pace with the dynamic business environment and market-linked positioning. The Company has an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. The policy has been duly approved and adopted by the Board, pursuant to the recommendations of the Nomination and Remuneration Committee of the Board.

During the year, there were no changes to the said policy. The Nomination and Remuneration policy is available on the weblink at <https://compucom.co.in/mdocs-posts/nomination-and-remuneration-policy-2/>

We affirm that the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

DETAILS OF CHANGES IN DIRECTORS AND KMPs:
Appointment and Retirement

The Board of Directors had, based on the recommendation of the Nomination and Remuneration Committee, Dr. Ashwini Kumar Sharma has been appointed as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. May 27, 2024 in the Board Meeting dated May 24, 2024 and later he is regularized for a period of 2 (Two) years w.e.f. May 27, 2024 to May 26, 2026 in the 30th Annual General Meeting of the shareholders of the Company held on August 24, 2024.

The Board of Directors had, based on the recommendation of the Nomination and Remuneration Committee, Mrs. Sunita Garg has been appointed as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. May 27, 2024 in the Board Meeting dated May 24, 2024 and later She is regularized for a period of 2 years w.e.f. May 27, 2024 to May 26, 2026 in the 30th Annual General Meeting of the shareholders of the Company held on August 24, 2024.

The Board of Directors had, based on the recommendation of the Nomination and Remuneration Committee, Mr. Ajay Kumar Surana has been appointed as Additional Director in the category of Non- Executive Non- Independent Director of the Company w.e.f. May 27, 2024, in the Board Meeting dated May 24, 2024, and later he is regularized in the 30th Annual General Meeting of the shareholders of the Company held on August 24, 2024.

Further, Mr. Satya Narayan Gupta having DIN 07781599 ceased to be the Director w.e.f. from close of business hours on May 26, 2024, upon completion of his terms as Independent Director of the Company as well as from all the Committees positions The Board places on record its appreciation for his invaluable contribution and guidance.

Further, following changes took place in the Board of Directors during the current financial year 2025-26, upto the date of this report:

The Board in its meeting held on May 27, 2025, re-appointed Mr. Surendra Kumar Surana having DIN: 00340866 as Chairperson, Managing Director (CMD) and Chief Executive Officer for a period of 3 years commencing from July 10, 2025, to July 09, 2028, subject to approval of shareholders in the ensuing Annual General Meeting.

Resolution for his appointment is proposed at the 31st Annual General Meeting and his profile is included in the Notice of 31st Annual General Meeting.

Further, Mrs. Trishla Rampuria having DIN: 07224903 also resigned as a Non-Executive Non-Independent Director w.e.f. close of business hours on May 27, 2025, due to personal reasons.

Dr. Ashwini Kumar Sharma DIN: 03185731 was appointed by the shareholders as an Independent Director at the 30th Annual General Meeting held on August 24, 2024, for a term of two (2) years commencing from May 27, 2024 to May 26, 2026. Based on the recommendation of the Nomination and Remuneration Committee and in line with the outcome of the performance evaluation process, the Board has proposed his re-appointment for a further term of three (3) consecutive years commencing from May 27, 2026 to May 26, 2029. The necessary resolution in this regard is being placed before the shareholders at the ensuing 31st Annual General Meeting. His detailed profile forms part of the Notice convening the said meeting.

Mrs. Sunita Garg having DIN: 10625487 was appointed by the shareholders as an Independent Director at the 30th Annual General Meeting held on August 24, 2024, for a term of two (2) years commencing from May 27, 2024 to May 26, 2026. Based on the recommendation of the Nomination and Remuneration Committee and in line with the outcome of the performance evaluation process, the Board has proposed her re-appointment for a further term of three (3) consecutive years commencing from May 27, 2026 to May 26, 2029. The necessary resolution in this regard is being placed before the shareholders at the ensuing 31st Annual General Meeting. Her detailed profile forms part of the Notice convening the said meeting.

Director Retire by Rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Surendra Kumar Surana, Chairperson, Managing Director and CEO of the company who was retired and being eligible, was re-appointed with the approval of members at the 30th Annual General Meeting held on August 24, 2024.

Further, in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company Mr. Vaibhav Surana, Executive Director of the company retires at the ensuing 31st Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

Change in KMP

During the financial year 2024-25 there is no change in KMP other than as stated above.

VIGIL MECHANISM:

The Company believes in conducting its affairs in a transparent manner and adopts the highest standards of professionalism and ethical behavior. Integrity is one of the key values of the Company that it strictly abides by. Keeping that in view, the Company has established a vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics.

The revised Whistle-Blower Policy/ Vigil Mechanism is available on weblink at <https://compucum.co.in/mdocs-posts/vigil-mechanism-policy-3/>.

This policy encourages Directors and employees to bring at your company's attention all instances of illegal or unethical conducts, actual or suspected incidents of fraud, actions that effects the operational & financial integrity and actual or suspected instance of leak of unpublished price sensitive information that could adversely impact operations, business performance and/or reputation.

No personnel have been denied access to the Audit Committee for the matters pertaining to the Vigil Mechanism Policy. The implementation of the Policy was done by the Audit Committee.

During the year no whistle blower events were reported.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has always believed in providing a safe and harassment-free workplace for every individual working at its premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. The constitution of the ICC is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the committee includes external member from NGOs or any other members with relevant experience. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year 2024-25

| Complaints | Financial year 2024-25 |
|--|-------------------------------|
| Number of Complaints pending at the beginning of the year i.e., April 1, 2024 | NIL |
| Number of complaints received during the year | NIL |
| Number of complaints disposed during the year | NIL |
| Number of cases pending for more than ninety days | NIL |
| No. of Complaints remaining unresolved at the end of the year i.e., March 31, 2025 | NIL |

MATERNITY BENEFIT COMPLIANCE

Pursuant to Clause (xiii) of sub-rule (5) of Rule 8 of the Companies (Accounts) Rules, 2014, the Board of Directors hereby confirms that the Company has complied with the provisions of the Maternity Benefit Act, 1961 during the year under review. All eligible female employees are extended maternity benefits in accordance with the Act, including paid maternity leave, nursing breaks, and protection from dismissal during the maternity period. During the review period, no instances of non-compliance were observed.

DECLARATION OF INDEPENDENCE BY DIRECTORS:

The Independent Directors of the Company have affirmed that they continue to meet all the requirements of independence specified under sub-section (6) of section 149 of the Companies Act 2013 ("The Act") and the Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all the independent directors have registered on databank of IICA. Further, all necessary declarations with respect to independence have been received from all the Independent Directors and also received confirmation that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and the Code of the Company for Directors and Senior Management personnel. In the opinion of the board, the independent directors possess the requisite integrity, expertise and experience, proficiency and are persons of high integrity and repute. They fulfill the conditions specified in the Act, the rules made there under, listing regulations and are independent of the management. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

BOARD COMMITTEES:

Currently, the Board of the Company has four Committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Borrowing Committee.

During the year, all recommendations made by the committees were approved by the Board. The Composition and other Details of the Committees are provided in the Corporate Governance Report attached with the Annual report as **Annexure VII**.

CORPORATE SOCIAL RESPONSIBILITY:

As per section 135(9) of the Companies Act 2013 where the amount to be spent by a Company on CSR does not exceed Rs. 50 Lakhs (Rupees Fifty Lakhs Only), the requirement of constitution of the Corporate Social Responsibility Committee shall not be applicable. As the amount to be spent by the Company on CSR during the Financial Year ending March 31, 2025, was less than the said limit of Rs. 50 lakhs (Rupees Fifty Lakhs Only), therefore the Company does not need to constitute Corporate Social Responsibility Committee, and the functions of such committee are discharged by the Board of Directors of the Company.

In line with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014, your Company has undertaken various CSR projects in education which are in accordance with the Schedule VII of the Act and CSR Policy of the Company. The Company's CSR Policy is available on weblink at <https://compucom.co.in/mdocs-posts/csr-policy-2/>. During the year, the Company spent Rs. 20 Lakhs (around 2.03% of the average net profits of the last three financial years) on CSR activities. The brief outline of CSR Policy, Composition of CSR Committee is included in the annual report on CSR activities, which is annexed herewith and marked as **Annexure I**.

FORMAL ANNUAL EVALUATION:

Your Company is following the most effective way to ensure that Board Members understand their duties and adopt good governance practices. In furtherance to this, the Directors of your Company commit to act in good faith to promote the objects of the Company for the benefit of its employees, the Stakeholders including Shareholders, the community and for the protection of the environment. Your Company has designed a mechanism as per the provisions of the Act, Listing Regulations for the Evaluations of performance of Board, Committees of Board & Individual Directors. The above mechanism is based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The evaluation was undertaken by way of internal assessments, based on a combination of detailed questionnaires and verbal discussions.

Board evaluation was carried out on various aspects revealing the efficiency of the Board's functioning such as Development of suitable strategies and business plans, size, structure and expertise of the Board and their efforts to learn about the Company and its business, obligations and governance.

The performance of Committees was evaluated by the Board on parameters such as whether the Committees of the Board are appropriately constituted, Committees has an appropriate number of meetings each year to accomplish all of its responsibilities, Committees maintain the confidentiality of its discussions and decisions.

Performance evaluation of every Director was carried out by Board and Nomination & Remuneration Committee on parameters such as appropriateness of qualification, knowledge, skills and experience, time devoted to Board deliberations and participation in Board functioning, extent of diversity in the knowledge and related industry expertise, attendance and participations in the meetings and workings thereof and initiative to maintain high level of integrity & ethics.

Independent Director's performance evaluation was carried out on parameters such as Director upholds ethical standards of integrity, the ability of the director to exercise objective and independent judgment in the best interest of Company, the level of confidentiality maintained. The Directors expressed their satisfaction with the evaluation process.

In their separate meetings, the Independent Directors had carried out performance evaluation of Non- Independent Directors and the Board as a whole. The Independent Directors also carried out the performance evaluation of the Chairperson, taking into account the views of Executive and Non-Executive Directors.

The quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties were also evaluated in the said meeting. The Board found the evaluation satisfactory and no observations were raised during the said evaluation in current year as well as in previous year.

FAMILIARIZATION PROGRAMME AND TRAINING TO INDEPENDENT DIRECTORS:

The Familiarization Programme of your Company aims to familiarize Independent Directors with the Software industry scenario, the Socio-economic environment in which your Company operates, the business model, the operational and financial performance of your Company, to update the Independent Directors on a continuous basis on significant developments in the industry or regulatory changes affecting your Company, to enable them to take well informed decisions in a timely manner. All new independent Directors inducted into the Board attend an orientation program. The details of the familiarization programmes have been hosted on weblink at <https://compucom.co.in/mdocs-posts/familiarization-programme-2024-25/>

INTERNAL FINANCIAL CONTROL SYSTEMS:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The Audit Committee reviews adherence to internal financial control systems and internal Audit reports. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Pursuant to Section 186 of the Companies Act, 2013 disclosure on particulars relating to Investment are stated in Note No. 6 of standalone financial statement. During the year no loans were given and guarantees provided by the Company.

TRANSFER TO RESERVES:

Your directors do not propose to transfer any amount to the general reserves of the Company for the financial year ending on March 31, 2025.

AUDIT REPORTS AND AUDITORS:

AUDIT REPORTS

Statutory Auditor's Report

The Auditors' Report for financial year 2024-25 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Secretarial Audit Report

The Secretarial Auditor's Report for Financial Year 2024-25 does not contain any qualification, reservation or adverse remark. The Secretarial Auditor's Report is enclosed as **Annexure II** with the Board's Report in this Annual Report.

Internal Audit Report

The Internal Audit Report is received by the auditor on a quarterly basis and the same is reviewed and taken on record by the Audit Committee and Board of Directors.

Cost Records and Cost Audit

The requirement for maintenance of Cost Records under section 148(1) and Cost Audit as per Section 148(2) of the Act is not applicable to the Company.

AUDITORS

Statutory Auditors

Pursuant to Section 139 of the Act read with rules made thereunder, as amended, M/s. S. Misra & Associates, Chartered Accountants (FRN: 004972C), were appointed as Statutory Auditors of your Company in 28th Annual General Meeting held on August 24, 2022 for a term of five years till conclusion of the 33rd Annual General Meeting of the Company to be held in calendar year 2027.

The Statutory Auditors have confirmed that they comply with all the requirements and criteria and are qualified to continue to act as Statutory Auditors of the Company.

Secretarial Auditors

As per Section 204 of Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Act and rules made thereunder, M/s V. M. & Associates, Company Secretaries, Jaipur (FRN: P1984RJ039200) were appointed as Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2024-25.

Further, In compliance with Regulation 24A of the SEBI Listing Regulations read with SEBI Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024, a listed entity shall appoint or reappoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting. Accordingly, based on recommendation of the Audit Committee, The Board has recommended to the shareholders, the re-appointment of M/s V. M. & Associates, Company Secretaries, (FRN: P1984RJ039200) as Secretarial Auditor of the Company in its meeting held on May 27, 2025, to carry out Secretarial Audit for a period of five consecutive years from FY 2025-26 to FY 2029-30.

M/s. V.M. & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and Listing Regulations.

Internal Auditors

As per Section 138 of the Act read with Companies (Accounts) Rules, 2014, every Listed Company is required to appoint an Internal Auditor to carry out Internal Audit of the Company.

In consonance with the requirements of Section 138 of the Act and rules made there under, Mr. Amit Arora, Finance Executive, Jaipur, was appointed to conduct the Internal Audit of the Company for the financial year 2024-25.

The Board has appointed Mr. Amit Arora as the Internal Auditor of the Company in its meeting held on May 27, 2025, to carry out Internal Audit for the financial year 2025-26. He is eligible to become the Internal Auditor as per the rules of the Act.

REPORTING FRAUDS BY AUDITORS:

During the year under review, Internal Auditor, Statutory Auditor and Secretarial Auditor in their respective Reports have not reported to the Audit Committee, under section 143 (12) of the Act, any instance of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

CORPORATE GOVERNANCE:

Our corporate governance practices are a reflection of our value system encompassing our culture, policies and relationships with our stakeholders. Integrity and transparency are the keys to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

The report on Corporate Governance for the financial year ended on March 31, 2025, as per Regulation 34(3) read with Schedule V of the Listing Regulations forms a part of this Annual Report as **Annexure VIII**.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE REPORT:

Pursuant to Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has obtained a Compliance Certificate on Corporate Governance from Practicing Company Secretary M/s V. M. & Associates, Company Secretaries in practice, Jaipur which is enclosed this Report as in **Annexure IX**.

BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender that will help us retain our competitive advantage. The Board Diversity Policy adopted by the Board sets out its approach to diversity. The Policy is available on weblink, at https://compucum.co.in/mdocs-posts/board-diversity-policy_24-05-2024/

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the provisions of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report forms a part of this Annual Report as **Annexure VII** which describes the Management Discussion and Analysis of Financial Conditions and Results of Operations of the Company describing the Company's objectives, expectations or predictions.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE AND OUTGO:

Your Company continuously strives to conserve energy, adopt environment friendly practices and employ technology for more efficient operations.

The particulars as prescribed under Section 134 (3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are annexed to this Report as **Annexure III**.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Information on transactions with related parties pursuant to Section 188(1) for entering into such contract or arrangement in Form AOC-2 is annexed to this Report as **Annexure V**. All the transactions with the related party were in ordinary course of business and on an arm's length basis and in accordance with Section 188 of the Act, read with the Rules issued there under and the Listing Regulations.

PARTICULARS OF EMPLOYEES:

Disclosures pertaining to the percentage increase in remuneration, ratio of remuneration of each Director and Key Managerial Personnel (KMP) to the median of employees' remuneration, and other details, as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as **Annexure IV** of the Board's Report.

Details as required under Section 197(12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, with respect to information of top ten employees of the Company in terms of remuneration drawn will be provided in the **Annexure VI-A**.

In terms of the provisions of Section 136(1) of the Act, the Report and Accounts, as set out therein, are being sent to all the Members of your Company, excluding the aforesaid Annexure which is available for inspection by the Members at the Registered Office of the Company during business hours on all working days of the Company up to the date of the Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary at the Registered Office of your Company. None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his/her spouse and dependent children) more than two percent of the equity shares of the Company.

ANNUAL RETURN:

Pursuant to Section 134(3)(a) read with Section 92(3) of the Companies Act, 2013, the Annual Return of the Company is available on weblink at https://compucum.co.in/mdocs-posts/annual-return_2024-25/

INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016 ('the IEPF Rules'), all unpaid and unclaimed dividends are required to be transferred by the Company to IEPF, established by the Central Government under the provisions of Section 125 of the Act, after completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the year 2024-25, the Company transferred the unclaimed and unpaid dividends of Rs.1,55,346/-. Further, 37,805 corresponding shares on which dividends were unclaimed for seven consecutive years were also transferred as per the requirements of the IEPF Rules. No other amount is transferred to the IEPF Authority. The Details of Unpaid/ Unclaimed dividend lying in the unpaid account which are liable to be transferred to the IEPF, and their due dates are provided in the **Annexure-VIII** as Corporate Governance Report of this Report. The details of Unpaid/ Unclaimed dividend is available on weblink www.compucum.co.in

HUMAN RESOURCE MANAGEMENT:

Our professionals are our most important assets, for this your Company draws its strength from a highly engaged and motivated workforce, whose collective passion and commitment has helped the organization scale new heights. Human Resource policies and processes have evolved to stay relevant to the changing demographics, enhance organizational ability and remain compliant with the changing regulatory requirements. The Company has created a favorable work-environment that encourages innovation and nurturing of commercial and managerial talents in its operations. The focus of Human Resources Management is to ensure that we enable each and every employee to navigate the next, not just for clients, but also for themselves. We have re-imagined our employee value proposition, to make it more meaningful to our employees.

TRADE RELATIONS:

The Company maintained healthy, cordial and harmonious Industrial relations at all levels. The Directors wish to place on record their appreciation for the valuable contribution by the employees of the Company.

QUALITY ASSURANCE:

Continuous sustained commitment to the highest levels of quality, best-in-class service management and robust information security practices helped the Company in smooth and efficient functioning.

The Company is an ISO 9001:2015 organization, certified by ICV. These standards enable us to identify risks at the initial planning stage of the project. The Company firmly believes in the pursuit of excellence to compete in this emerging and growing software market. Our focus has been on providing quality products and services to our customers.

RISK MANAGEMENT:

Pursuant to Section 134(3) (n) of the Act & under Regulations 21 of the Listing Regulations, the Company formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day-to-day operations of the Company. The Risk

Management Policy of the Company outlines different kinds of risks and risk mitigating measures that are to be adopted by the Board. The Company has adequate internal control systems and procedures to combat the risk. The Risk management procedure is reviewed by the Audit Committee and Board of Directors on a yearly basis at the time of review of the yearly Financial Statement of the Company. This has also been covered in the Management Discussion and Analysis, forming part of this report. The Policy is available on the weblink <http://compucom.co.in/mdocs-posts/risk-management/>

Based on the framework of internal financial control and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the Audit of internal financial controls over financial reporting by the statutory Auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2024-25.

CODE OF CONDUCT:

In compliance with Regulation 26(3) of the Listing Regulations and the Act, the Company has framed and adopted a code of conduct and ethics for Board and Senior Management. This Code is applicable to the members of the Board and the Executive Officers. The Code is available on the weblink <https://compucom.co.in/mdocs-posts/code-of-conduct-2/>. The certificate of CEO on the affirmation of such Code of Conduct by the members of the Board and Senior Management Personnel is provided in the Corporate Governance Report attached with the Annual Report as **Annexure VIII**.

PREVENTION OF INSIDER TRADING:

In compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a code of conduct and code of practices and procedures for fair disclosure of unpublished price sensitive information to preserve the confidentiality of price sensitive information to prevent misuse thereof and regulate trading by insiders. The code of practices and procedures for fair disclosure of unpublished price sensitive information is also available on the web link <http://compucom.co.in/mdocs-posts/code-of-cunduct-for-insider-trading/> along with this Company has also adopted a share dealing code for the prevention of insider trading in the shares of the Company. The share dealing code, inter alia, prohibits purchase / sale of shares of the Company by employees while in possession of unpublished price sensitive information in relation to the Company. The Company has automated the declarations and disclosures to identify designated persons, and the Board reviews the Code on a need basis. The Company has maintained a Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The policy is available on our website, at the following link <http://compucom.co.in/mdocs-posts/code-for-fair-disclosure-of-unpublished-price-sensitive-information/>

SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting on the going concern status and the Company's operations in future.

SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with Section 134(5) of the Act, the Board of Directors to the best of their knowledge and hereby confirm the following:

- (a) In the preparation of the annual accounts, the applicable Accounting Standards were followed along with proper explanations relating to material departures.
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors had prepared the annual accounts on a going concern basis.
- (e) The Directors had laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The Directors had devised a proper system to ensure compliance with the provisions of all applicable laws and that such a system was adequate and operating effectively.

MATERIAL CHANGES AND COMMITMENTS

There are no Material changes and commitments affecting the financial position of the company that have occurred between the end of the financial year to which the Financial Statements relate and the date of this report.

SUSPENSION OF TRADING

No securities of company are suspended by National Stock Exchange, Bombay Stock Exchange and Calcutta Stock Exchange.

CHANGE IN NATURE OF BUSINESS

During the year under review, there were no changes in the business of the Company.

CREDIT RATING

The Company has obtained the following rating on long term and short-term bank facilities assigned by CARE Ratings Limited (CARE Ratings) as on July 08, 2024.

| Sr. No. | Security/Instrument/Facility name | Amount (Rs. in Crores) | Rating |
|---------|--|------------------------|---|
| 1 | Long term bank facilities | 7.00 | CARE BBB-; Stable (Triple B Minus; Outlook: Stable) |
| 2 | Short-term Bank Facilities | 0.84 | CARE A3 (A Three) |
| 3 | Long term / Short term bank facilities | 14.00 | CARE BBB-; Stable / CARE A3 (Triple B Minus; Outlook: Stable / A Three) |

DISCLOSURES ON IBC, 2016

During the year under review, the company has neither made any application, nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

DETAIL OF AGREEMENTS AS SPECIFIED UNDER REG. 30A(2) OF LODR

There is no agreement entered into as mentioned in Clause 5A of Para A of Part A of Schedule III of Listing Regulations.

OTHER DISCLOSURE:

Other disclosures required as per Act, Listing Regulations or any other laws and rules applicable are either NIL or NOT APPLICABLE to the Company.

ACKNOWLEDGEMENT:

The Directors take this opportunity to thank all Investors, employees, associates and business partners, clients, strategic alliance partners, technology partners, vendors, financial institutions/banks, for their continued support during the year. The Directors place on record their appreciation of the contribution made by all the employees at all levels for their dedicated service and continued excellent work throughout the year.

The Directors also thank the Government of India, particularly the Ministry of Finance, the Ministry of Corporate Affairs, the Central Board of Direct Taxes, the Central Board of Indirect Taxes and Customs, GST authorities, the Reserve Bank of India, Securities and Exchange Board of India (SEBI), various departments under the state governments and union territories, the Software Technology Parks (STPs) and other government agencies for their support and look forward to their continued support in the future.

**For and on behalf of the Board of Directors
For Compucom Software Limited**

Sd/-

(Surendra Kumar Surana)
Chairperson, Managing Director & CEO
(DIN: -00340866)

Place: Jaipur

Date: August 07, 2025

Registered Office:

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

Sd/-

(Vaibhav Suranaa)
Executive Director
(DIN: - 05244109)

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. Brief outline on CSR Policy of the Company:

The Company has adopted a CSR Policy approved by the Board of Directors as modified and /or amended from time to time, in accordance with the provisions of Corporate Social Responsibility under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII of the Companies Act, 2013 ("the Act"). The CSR Policy may be accessed on the Company's website at the link: <https://compucom.co.in/mdocs-posts/csr-policy-2/>. Our CSR activities are essentially guided by project-based approach in line with the guidelines issued by the Ministry of Corporate Affairs of the Government of India. The Company's CSR Policy is broadly based on the principles of undertaking socially useful programs for welfare and sustainable development of the community as a whole. During the financial year the Company has done CSR activities in the field of higher education.

2. Composition of CSR Committee:

Pursuant to the provisions made under section 135(9) of the Companies Act 2013 where the amount to be spent by the company on CSR does not exceed fifty lakh rupees, the requirement of constitution of Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee shall be discharged by the Board of Directors of Company.

Since the Company falls below the limit, the functions of committee are discharged by Board of Directors.

3. The web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:

The constitution of CSR Committee is not applicable to the Company. The CSR Policy may be accessed on the Company's website at the link: <https://compucom.co.in/mdocs-posts/csr-policy-2//> and CSR Projects approved by the Board may be accessed on the Company's website at the link: www.compucom.com

4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. a) **Average net profit of the Company as per sub-section(5) of section 135:** Rs.10,47,73,237/- (Rupees Ten Crore Forty-Seven Lakh Seventy-Three Thousand Two Hundred and Thirty- Seven Only)
 - b) **Two percent of the average net profit of the Company as per sub-section (5) of section 135:** Rs.20,95,465/- (Rupees Twenty Lakh Ninety-Five Thousand Four Hundred and Sixty-Five Only)
 - c) **Surplus arising out of the CSR Projects or Programs or activities of the previous financial years:** NIL
 - d) **Amount required to be set-off for the financial year, if any:** 1,26,231/- (Rupees One Lakh Twenty-Six Thousand Two Hundred and Thirty-One Only)
 - e) **Total CSR obligation for the financial year [(b)+(c) -(d)]:** Rs.19,69,234/- (Rupees Nineteen Lakh Sixty-Nine Thousand Two Hundred and Thirty- Four Only).
- 7 a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Rs.20,00,000/- (Rupees Twenty Lakh Only).
 - b) **Amount spent in Administrative Overheads:** NIL
 - c) **Amount spent on Impact Assessment, if applicable:** Not Applicable
 - d) **Total amount spent for the financial year [(a)+(b)+(c)]:** Rs.20,00,000/- (Rupees Twenty Lakh Only).
 - e) **CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the financial year. (in Rs.) | Amount Unspent (in Rs.) | | | | |
|---|--|------------------|---|---------|------------------|
| | Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135. | | Amount transferred to any fund specified under Schedule VII as per second proviso sub-section (5) of section 135. | | |
| | Amount. | Date of transfer | Name of the Fund | Amount. | Date of transfer |
| Rs.20,00,000/- | NIL | NA | NA | NIL | NA |

f) Excess amount for set-off, if any:

| Sl.No. | Particular | Amount (InRs.) |
|--------|---|-----------------|
| (1) | (2) | (3) |
| (i) | Two percent of average net profit of the company as per sub-section(5) of section 135 | Rs.19,69,234/-* |
| (ii) | Total amount spent for the Financial Year | Rs.20,00,000/- |
| (iii) | Excess amount spent for the Financial Year[(ii)-(i)] | Rs.30,766/- |
| (iv) | Surplus arising out of the CSR projects or Programmes or activities of the previous Financial Years, if any | NIL |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | Rs.30,766/- |

* Amount is mentioned after setting off the excess amount of expenditure i.e. Rs. 1,26,231/-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | 8 |
|--------|-----------------------------|--|--|--|--|------------------|--|--------------------|
| S. No. | Preceding financial year(s) | Amount transferred to Unspent CSR Account under sub-section(6) of section 135 (in Rs.) | Balance Amount in Unspent CSR Account under sub-section(6) of section 135 (in Rs.) | Amount Spent in the financial year (in Rs) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any | | Amount remaining to be spent in succeeding financial years (in Rs) | Deficiency, if any |
| | | | | | Amount (in Rs.) | Date of Transfer | | |
| 1 | 2023-24 | NOT APPLICABLE | | | | | | |
| 2 | 2022-23 | NOT APPLICABLE | | | | | | |
| 3 | 2021-22 | NOT APPLICABLE | | | | | | |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If yes, enter the number of Capital assets created/acquired. Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| S. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin code of the property or asset(s) | Date of creation | Amount of CSR Amount spent | Details of entity/ Authority/ beneficiary of the registered owner | | |
|----------------|---|--------------------------------------|------------------|----------------------------|---|------|--------------------|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| NOT APPLICABLE | | | | | | | |

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section(5) of section 135: Not Applicable

For and on behalf of the Board of Directors

For Compucom Software Limited

Sd/-

(Surendra Kumar Surana)

Chairperson, Managing Director & CEO

(DIN :- 00340866)

Place: Jaipur

Date: May 27, 2025

Registered Office:

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

Sd/-

(Vaibhav Suranaa)

Executive Director

(DIN :- 05244109)

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Compucom Software Limited
IT: 14-15, EPIP, Sitapura
Jaipur – 302022 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Compucom Software Limited** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (‘the Act’) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (‘SEBI PIT Regulations’);
 - (c) The Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the Audit Period)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period)**;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”); and
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) As confirmed, following other laws are specifically applicable to the Company for which the Management has confirmed that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively:
 - (a) The Information Technology Act, 2000;
 - (b) Policy relating to Software Technology Parks of India and its regulations.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd. and The Calcutta Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members’ views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not undertaken any event/action having a major bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Jaipur

Date: May 27, 2025

For V. M. & Associates

Company Secretaries

(ICSI Unique Code P1984RJ039200)

PR 5447 / 2024

CS Priyanka Agarwal

Partner

Membership No.: FCS 11138

C P No.: 15021

UDIN: F011138G000457320

Note: This report is to be read with our letter of even date which is annexed as ‘**Annexure A**’ and forms an integral part of this report.

Annexure A

To,
The Members
Compucom Software Limited
IT: 14-15, EPIP, Sitapura
Jaipur –302022 (Rajasthan)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur
Date: May 27, 2025

For **V. M. & Associates**
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Priyanka Agarwal
Partner
Membership No.: FCS 11138
C P No.: 15021
UDIN: F011138G000457320

Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo

[Pursuant to Clause (m) of Sub-section (3) of Section 134 of Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014]

CONSERVATION OF ENERGY

The nature of the Company's operation is not energy intensive and entails relatively lower level of energy consumption. However, with the upcoming hotel and cold storage projects, significant measures are being taken for the conservation of energy and the management is constantly evaluating new technologies and investing in the infrastructure to make more energy efficient.

I. Steps taken or impact on conservation of energy: -

Significant measures have been taken to reduce energy consumption by using energy-efficient equipment's like:

- Incorporating advance technologies in the air-conditioning systems in upcoming facilities to optimize power conservation. Using vrv/vrf technology air conditioning for maximum areas in the hotel.
- Identification and replacement of outdated and low efficient UPS systems and other equipment in a phased manner.
- Use of electric vehicles for office work.
- Installation of LED Lights at office premises in a phased manner.
- Replacement of Component Cooling Water (CCW) Pump with higher efficiency pump and compressor.
- Conducting continuous energy-conservation awareness and training sessions for operational personnel.
- Putting up energy conservation posters to remind people to be careful of energy wastage and switch off appliances when not in use.

II. The steps taken by the company for utilizing alternate sources of energy:- Apart from the solar electricity plant already running atop the company's registered and corporate office, significant investment (35lacs+) has also been made in installing such solar electricity plant atop the new hotel project of the company. Also, instead of traditional water heating system, heat pump has been installed for hotel project that is relatively more efficient in energy consumption.

III. The Capital investment on energy conservation equipment's: - 40-50lacs

TECHNOLOGY ABSORPTION:

The Company realizes that in order to stay competitive and avoid obsolescence, it would have to invest in technology across multiple product line and services offered by it. In order to maintain its position of leadership, your Company has continuously and successfully developed state-of-the-art methods for absorbing, adapting and effectively deploying new technologies. Hence, the Company is making every effort to develop methods for adopting and effectively deploying new technologies.

i. Efforts made towards technology absorption, adaptation, and innovation:

Company lays greater emphasis on technology absorption and innovations as the Company is engaged in the business marked with rapid technology changes and obsolescence. Company strives to keep pace with the rapid changes and adopt new technologies periodically to be in line with competitive market conditions or to ease the life of our internal employees and departments.

ii. Benefits derived as a result of the above efforts:

The adoption of the latest technology and innovative ideas has enabled your Company to have an edge on others due to higher productivity, better services, and increased consumer confidence and also Employee. It also has enabled the Company to come out with innovative ideas to explore new areas of generating the revenue.

iii. Imported Technology:

The Company's operations do not require significant import of technology.

- a) The details of technology imported: Company did not import any technology since last three years.
- b) The Year of Import: Not applicable
- c) Whether the technology been fully absorbed: Not Applicable
- d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

iv. The expenditure incurred on Research and Development:

The Company's R&D activity is part of its normal software development activities and is a continuous process. Company is not having the separate R & D department, so it will not be prudent to assign capital and recurring expenses specifically to the research and development activities.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company is in the business of software exports. All the efforts of the Company are geared to increase the business of software exports of different products and services in various export-oriented markets.

The Company focuses on export projects, which attract higher margins at lower risks. The Company has established marketing arrangement in the foreign countries via marketing agreements.

The details of foreign exchange earnings and outgo are given in the notes on accounts.

Foreign Exchange earned in terms of actual Inflow (Export): Rs. 13,59,117/- (Previous year Rs. 68,27,587/-) Foreign Exchange outgo in terms of actual Outflow (Import): NIL (Previous year: NIL)

Other expenses incurred in foreign currency on manpower, administrative and marketing expenses:

NIL (Previous year: NIL)

For and on behalf of the Board of Directors
For Compucom Software Limited

Sd/-

(Surendra Kumar Surana)
 Chairperson, Managing Director & CEO
 (DIN: - 00340866)

Place: Jaipur

Date: August 07, 2025

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

Sd/-

(Vaibhav Suranaa)
 Executive Director
 (DIN: - 05244109)

FORM AOC -1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part “A”: Subsidiaries

[Information in respect of each subsidiary to be presented with amounts (In Lakhs except % of shareholding)]

| 1 | S. No. | 1 |
|----|--|---------------------------------|
| 2 | Name of the subsidiary | CSL Infomedia Private Limited |
| 3 | The Date since when Subsidiary was acquired | 13 th November, 2010 |
| 4 | Reporting period for the subsidiary concerned, if different from the holding Company's Reporting Period | 31 st March, 2025 |
| 5 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | Not Applicable |
| 6 | Share Capital | 1650.00 |
| 7 | Reserves & surplus | 960.20 |
| 8 | Total Assets | 2859.74 |
| 9 | Total Liabilities | 249.54 |
| 10 | Investments | 0.54 |
| 11 | Turnover | 1331.94 |
| 12 | Profit Before taxation | (90.97) |
| 13 | Provision for taxation | (10.09) |
| 14 | Profit after taxation | (80.88) |
| 15 | Proposed Dividend | - |
| 16 | Extent of shareholding (in percentage) | 100% |

Notes:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the Year: NIL

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| |
|----------------|
| Not Applicable |
|----------------|

For S. Misra & Associates

Chartered Accountants
FRN - 004972C

Sd/-

CA Sachindra Misra

Partner

M. No. 073776

UDIN:25073776BMUIDE7639

Sd/-

Surendra Kumar Surana

Managing Director

DIN: 00340866

Sd/-

Vaibhav Surana

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M. No.: ACS 39034

Place: Jaipur

Date: May 27, 2025

Annexure V
Form No. AOC-2

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of Companies Act, 2013 and Rules 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at an arm's length basis:

| | | |
|-----|---|--|
| (a) | Name(s) of the related party and nature of relationship | NIL (All Contracts or arrangements or transactions with related parties are at arm's length basis) |
| (b) | Nature of Contracts/arrangements/transactions | |
| (c) | Duration of Contracts/arrangements/transactions | |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any | |
| (e) | Justification for entering into such contracts or arrangements or transactions | |
| (f) | Date(s) of approval by the Board | |
| (g) | Amount paid as advances, if any | |
| (h) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | |

2. Details of material contracts or arrangements or transactions at arm's length basis

| S. No. | (a) Name(s) of the related party and nature of relationship | (b) Nature of Contracts/ arrangements/ Transactions | (c) Duration of the Contracts/ arrangements/ transactions | (d) Salient terms of the Contracts, arrangements or transactions including the value, if any | (e) Date(s) of approval by the Board, if any | (f) Amount paid as advances, if any |
|--------|--|---|--|--|--|-------------------------------------|
| 1. | CSL Infomedia Private Limited (Material Wholly Owned Subsidiary) | i. Leasing or renting of property | 11 Months (from 1 st December 2023 to 31 st October 2024) | Tenancy Agreement for receiving rent of Rs. 20,000/- per month Including all the expenses. | 22 nd May 2023 | NIL |
| | | ii. Leasing or renting of property | 11 Months (from 01 st November 2024 to 30 th September 2025) | Tenancy Agreement for receiving rent of Rs. 20,000/- per month Including all the expenses. | 24 th May 2024 | |
| | | iii. Service Agreement | 5 years (from 1 st January 2022 to 31 st December 2026) (This agreement is superseded by the new circular dated 31 st August 2023 which is effective from 01 st April 2023 issued by government for the rest period). | Service Agreement by Compucum Software Limited for engagement and deputation of its employees at 525 government schools for a payment of Rs. 6600/- per month per school (including all expenses) as per the new circular and before this new circular the payment was Rs. 4500/- per month per school (including all expenses). | 12 th November 2021 & 22 nd May 2023 | |
| | | iv. Service Agreement | 5 Years (from 15 th February 2023 to 14 th February 2028) | Service Agreement by Compucum Software Limited for engagement and deputation of its employees at 398 schools for payment of Rs. 6232/- per month for each school, including all expenses. | 10 th November 2022 | |

| S. No. | (a) Name(s) of the related party and nature of relationship | (b) Nature of Contracts/ arrangements/ Transactions | (c) Duration of the Contracts/ arrangements/ transactions | (d) Salient terms of the Contracts, arrangements or transactions including the value, if any | (e) Date(s) of approval by the Board, if any | (f) Amount paid as advances, if any |
|--------|---|---|---|---|--|-------------------------------------|
| 2. | Rishab Infotech Private Limited (Entity belonging to the Promoter or promoter group) | i. Leasing or renting of property | 11 Months (From 1 st December 2023 to 31 st October 2024) | Tenancy Agreement for receiving rent of Rs. 4,000/- per month Including all the expenses. | 22 nd May, 2023 | NIL |
| | | ii. Leasing or renting of property | 11 Months (from 1 st November 2024 to 30 th September 2025) | Tenancy Agreement for receiving rent of Rs. 4,000/- per month Including all the expenses. | 24 th May 2024 | NIL |
| 3. | Sambhav Infotech Private Limited (Entity belonging to the Promoter or promoter group) | Leasing or renting of property | 3 years (from 1 st April 2022 to 31 st March 2025) | The Tenancy Agreement for paying Hostel Rent is fixed at Rs. 1,60,000/- per month, and Mess Facility may be provided for up to 800 students at Rs. 50/- per student per day, subject to a maximum of Rs. 12,00,000/- per month. | 07 th February 2022 | NIL |
| 4. | Sambhav Infotech Private Limited (Entity belonging to the Promoter or promoter group) | Leasing or renting of property | 12 Months From 01 st October 2024 to 30 th September 2025 | Tenancy Agreement for paying the Center Rent (In respect of DDUGKY Project) is Rs. 6,01,800/- per month (inclusive of GST), and the Hostel Rent (In respect of DDUGKY Project) is Rs. 4,48,400/- per month (inclusive of GST) | 24 th May 2024 | |
| 5. | Mrs. Trishla Rampuria (Non-Executive Director) | Leasing or renting of property | 11 Months (from 1 st December 2023 to 31 st October 2024) | Tenancy Agreement for paying rent of Rs. 23,000/- per month including all the expenses | 22 nd May 2023 | NIL |
| | | Leasing or renting of property | 11 Months (from 1 st November 2024 to 30 th September 2025) | Tenancy Agreement for paying rent of Rs. 23,000/- per month including all the expenses | 24 th May 2024 | NIL |
| 6. | Mrs. Trishla Rampuria (Non-Executive Director) (Proprietor- Pal's Info way) | Leasing or renting of property | 11 Months (from 1 st December 2023 to 31 st October 2024) | Tenancy Agreement for paying rent of Rs. 17,250/- per month including all the expenses | 22 nd May 2023 | NIL |
| | | Leasing or renting of property | 11 Months (from 1 st November 2024 to 30 th September 2025) | Tenancy Agreement for paying rent of Rs. 17,250/- per month including all the expenses | 24 th May 2024 | NIL |

**For and on behalf of the Board of Directors
For Compucom Software Limited**

Sd/-

(Surendra Kumar Surana)

Chairperson, Managing Director & CEO
(DIN: - 00340866)

Place: Jaipur

Date: May 27, 2025

Registered Office:

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

Sd/-

(Vaibhav Suranaa)

Executive Director
(DIN: - 05244109)

Annexure VI
Information under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2024-25:**

| Name of Director's and KMP and designation | Remuneration for the Financial Year 2024-25 | Ratio of remuneration to median remuneration of employees | % increase in remuneration in the financial year |
|--|---|---|--|
| Mr. Surendra Kumar Surana, Chairperson, Managing Director & CEO | 30,00,000 | 1:30.92 | 0.00% |
| Mr. Vaibhav Suranaa, Executive Director | 23,40,000 | 1:24.12 | 3.54 % |
| Mr. Ajay Kumar Surana, Non-Executive & Non-Independent Director* | NA# | NA# | NA# |
| Mrs. Trishla Rampuria, Non-Executive & Non-Independent Director | NA# | NA# | NA# |
| Dr. Baldev Singh, Non-Executive & Independent Director | NA# | NA# | NA# |
| Mr. Satya Narayan Gupta, Non-Executive & Independent Director** | NA# | NA# | NA# |
| Mrs. Sunita Garg, Non-Executive & Independent Director*** | NA# | NA# | NA# |
| Dr. Ashwini Kumar Sharma, Non-Executive & Independent Director**** | NA# | NA# | NA# |
| Mr. Satya Narayan Vijayvergiya, Non-Executive & Independent Director | NA# | NA# | NA# |
| CS Varsha Rane Choudhary, Company Secretary and Compliance Officer | 6,46,409 | 1:6.66 | 0.68 % |
| CA Sanjeev Nigam, Chief Financial Officer | 9,51,000 | 1:9.80 | 8.06 % |

* Mr. Ajay Kumar Surana has been appointed as Additional Director in the category of Non- Executive Non- Independent Director of the Company w.e.f. May 27, 2024, in the Board Meeting dated May 24, 2024, and letter he is regularized in the 30th Annual General Meeting of the shareholders of the Company held on August 24, 2024.

**Mr. Satya Narayan Gupta resigned as Non-Executive & Independent Director w.e.f. May 26th,2024

*** Mrs.Sunita Garg was appointed as a Non-Executive & Independent Director w.e.f. May 27th,2024.

****Dr. Ashwini Kumar Sharma appointed as a Non-Executive & Independent Director w.e.f. May 27th,2024.

#Sitting Fees paid to Directors do not form part of the aforesaid calculation.

- iii) **The percentage increase in the median remuneration of employees in the financial year 2024-25:-**The median remuneration of the employees has remained unchanged i.e. 0% increase as it was for the FY 2023-24 because there has neither been any material change in projects hand, nor any material change in the number of employees. The median remuneration falls in the same group of employees, drawing the same amount of remuneration as it was in the preceding year.

- iv) **The number of permanent employees on the rolls of Company:** 537as on March 31, 2025.

- v) **Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** The average percentage change in the remuneration of all employees (other than KMPs) for the FY 2024-25 stood at 2.79% whereas the average remuneration of KMPs increased by 02.11%.The average increase is dependent on the individual performance, inflation, Company's performance, prevailing industry trends and benchmarks.

- vi) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:** The Company affirms remuneration is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors
For Compucom Software Limited**

Sd/-
(Surendra Kumar Surana)
Chairperson, Managing Director & CEO
(DIN: - 00340866)

Place: Jaipur
Date: August 07, 2025

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

Sd/-
(Vaibhav Suranaa)
Executive Director
(DIN: - 05244109)

Annexure VI A
INFORMATION AS PER RULE 5(2) READ WITH RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014
Details of Top Ten employees in terms of remuneration drawn during the year ended March 31, 2025:

| S. No. | Employee Name | Designation | Educational Qualification | Age | Total Experience (In Years) | Date of Commence-ment of employment | Remunera-tion FY 2024-25 Amount in (Rs. in Lakhs) | Last Employment |
|--------|-----------------------|---------------------------|---------------------------|-----|-----------------------------|-------------------------------------|---|-------------------------------------|
| 1 | Ajay Batarka | Manager | B.A. | 52 | 25 | 16-01-2001 | 9,19,176 | LCC Infotech Pvt. Ltd. |
| 2 | Deepak Upadhyay | Manager | MCA | 52 | 25 | 04-09-2001 | 11,47,889 | Microbase System Software Pvt. Ltd. |
| 3 | Mahesh Kumar | Senior Developer | MCA | 44 | 11 | 29-09-2014 | 11,00,600 | Commelius Solution Pvt. Ltd. |
| 4 | Manoj Poonia | Manager | B.TECH | 52 | 26 | 05-03-1999 | 11,39,884 | World Wide Communication Pvt. Ltd. |
| 5 | Manoj Agarwal | Technical Head-Media | B.TECH | 50 | 25 | 17-10-2001 | 14,74,972 | Hughes Software Systems |
| 6 | Nitin Kapoor | Head-Software Development | B.TECH | 55 | 8 | 25-10-2017 | 13,81,154 | Red Tray |
| 7 | Sanjeev Nigam | CFO | CA | 56 | 31 | 21-03-2015 | 9,51,000 | Veto Switch Gears and Cables Ltd. |
| 8 | Vaibhav Mathur | Manager | B.TECH | 53 | 25 | 02-01-2000 | 9,94,996 | Hindalco |
| 9 | Surendra Kumar Surana | Managing Director | B.TECH | 63 | 36 | 09-07-2009 | 30,00,000 | NA |
| 10 | Vaibhav Suranaa | Wholetime Director | B.TECH | 32 | 10 | 01-06-2016 | 23,40,000 | NA |

*Annualized Remuneration includes fixed pay, variable pay, incentives, bonus, PF and the perquisite during the year, determined in accordance with the provisions of the Income tax Act, 1961

Note:

- 1 All employment is contractual, terminable by notice from either side.
- 2 No employee of the Company holds such percentage of equity shares within the meaning of clause (iii) of rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- 3 No employee is relative of any director or manager of the Company.Except Surendra Kumar Surana and Vaibhav Suranaa.
- b No employee of the Company was falling under criteria prescribed in Rule 5(2)(i), Rule 5(2)(ii) and Rule 5(2)(ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 respectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 (2) (e) of Securities and Exchange Board of India
(Listing Obligation and Disclosure Requirements) Regulations, 2015

OVERVIEW

The Company continues to operate in diverse areas such as **e-governance projects, ICT education initiatives, software design and development, electronic media, IT and media training, learning solutions, and wind power generation**. In addition, the pipeline projects are progressing positively in emerging sectors including **hospitality, food processing, cold-chain solutions, and commodity trading**.

Our strategic objective is to build a **sustainable and resilient organization** that consistently remains aligned with the evolving priorities of our clients, while simultaneously creating meaningful **growth and development opportunities for our employees** and delivering **profitable and long-term value to our investors**.

The financial statements are prepared in accordance with the **Indian Accounting Standards (Ind AS)** under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and relevant amendment rules issued thereafter for preparing Financial Statements.

I. INDUSTRY STRUCTURE AND DEVELOPMENTS:

Almost every industry in the world is being led by software and computing technology to revolutionize their business in a fundamental way, as we all know about the ubiquitous and even indispensable usage of software all around us. The IT and ITES industries are assisting in the digitalization of corporate processes, and it is cascading across industries, enabling IT-based market offerings and business models. This is due to the continuous decrease in hardware and bandwidth costs and exponentially increasing efficiencies of the same. Building next-generation software applications and platforms, as well as enhancing information and data security, are all results of the renewed digitization era.

Apart from these, there has been leaps-and-bounds advancement of AI based applications as well as Big Data becoming easier to collect, store and process to generate valuable insights for both legacy organizations and new-age fast growing organizations.

According to NASSCOM's **Technology Sector Strategic Review 2025**, the Indian technology industry (inclusive of IT, ITeS, engineering R&D, software products, and hardware) is projected to generate approximately **\$282.6 billion** in revenue in fiscal year 2024-25, reflecting a **5.1 % year on year growth**, up from about 3.8 % growth in FY24 (Reuters). Export revenues are expected to exceed **\$224 billion**, while domestic revenues are estimated at around **\$58.2 billion**, buoyed by 7 % domestic growth (NASSCOM).

In FY25, the IT industry added **126,000 new jobs**, pushing total employment to **5.8 million professionals** (Reuters). Heading into FY26, projections indicate that the tech sector's revenue could surpass the **\$300 billion mark** (The Economic Times). Notably, the software product segment alone is on track to reach **\$100 billion by 2024-25**, driven by AI, cloud, and deep-tech investments (The Economic Times).

Exports of IT and related services have seen a robust recovery. The Ministry of Electronics & IT reported that IT export revenues surged by **12.5 %**, reaching approximately **\$224.4 billion** in FY25, up from **\$199.5 billion** in FY24 (indiabusinessstrade.in). This rebound is credited in part to the expansion of the **Software Technology Parks of India (STPI)** scheme, which now includes centres in many tier 2 and tier 3 cities (The Economic Times).

The sector continues to strategically deepen its global footprint through investments in Global Capability Centres (GCCs) and innovation-rich ER&D services, with a rapid shift toward AI-led delivery, cloud-native models, and cybersecurity offerings as key growth drivers (NASSCOM).

Finally, government investment in ICT initiatives has intensified since 2024—through measures like the STPI expansions—and aligns with your company's renewed engagements in ICT-related projects for the Government of Rajasthan, as recently communicated in public announcements.

In order to take advantage of the company's land bank already in place and to sustain the steady rate of diversification it has been doing over the years, your company is always focusing on new consumer segments and industry verticals.

Along with the company has had in the past, the installed Wind Power generation two plants that were in Rajasthan in Jaisalmer with capacity of 0.6 MW each, two at Sikar (Rajasthan) with capacity of 0.6 MW each & One Plant at Krishna (Andhra Pradesh) with capacity of 0.8 MW. Company has already disposed off the Jaisalmer and Sikar windmill plants as they had reached end of useful life. Our Andhra plant is still fully functional and generating revenue.

One of the anticipated pipeline projects is the eagerly awaited hotel project in Jaipur, which the Company has been developing. The project is expected to operate with best practices and an integrated self-sustaining supply chain, to the extent possible, with backward integration from a cold chaining and food processing project being set up nearby.

Despite the early challenges posed by the Omicron wave, India's hospitality industry demonstrated remarkable resilience. As per HVS/ ANAROCK's India Hospitality Industry Overview 2024, the sector closed the year 2024 with strong metrics: an all India occupancy of **63–65%**, average room rates between **Rs. 7,800–Rs. 8,000**, and **RevPAR** in the range of **Rs. 5,000–Rs. 5,200**, reflecting a solid **27–29% increase over pre COVID benchmarks** (HVS). Horwath/ HTL's 2024 Hotel Market Review provides further validation: occupancy stood at **63.9%**, Average Daily Rate (ADR) at **Rs. 7,951**, and RevPAR comfortably exceeded **Rs. 5,000**, registering a **10.7% year-on-year growth** (Horwath HTL). At the quarterly level, JLL's Hotel Momentum India (HMI) report for Q4 2024 shows a **35% quarter-over-quarter growth in RevPAR**, compared to Q3 2024, driven by recovering demand from corporate travel, weddings, and year-end holidays (jll.com).

According to India Tourism's Annual Report for FY 2024 25, the country recorded approximately **9.66 million foreign tourist arrivals (FTAs)** in 2024, generating **foreign exchange earnings (FEEs)** of Rs. 2,77,842 crore (roughly **US\$ 33.5 billion**) (Ministry of Tourism). This marks a sustained recovery from the steep downturn during the pandemic. For context, the tourism statistics show a stark contrast: in 2019, India had **10.93 million FTAs**, growing at **3.5 % year-on-year**, with FEEs rising **4.8 % to Rs. 1,94,881 crore** (approximately **US\$ 30 billion**) (Wikipedia, Mobility Foresights). Thus, while 2024 figures indicate commendable momentum, FTAs have not yet fully returned to 2019 levels. Focusing on our own region, **foreign tourist arrivals in Rajasthan**—which includes Jaipur—surpassed pre-pandemic numbers: **20.68 lakh (2.068 million) FTAs** visited the state in 2024 25, exceeding the pre-COVID high of **17.54 lakh** (Ministry of Tourism, timesofindia.indiatimes.com). From the hospitality standpoint, Horwath/ HTL reports that in the first half of 2024 (H1-24), India registered **4.8 million FTAs**, reflecting a **9.1 % increase over 2023**; cumulative arrivals from January to October 2024 stood at **7.68 million**, a **2.8 % rise over the same period in 2023**, though still below 2019 levels (horwathhtl.com). In Jaipur specifically, branded hotel room inventory rose to approximately **5.4 thousand rooms** outside of Jaipur and Udaipur—a net increase of **1,000 rooms over 2023** (horwathhtl.com). Updated data for the entire city is yet to be released, but these emerging trends suggest continued inventory growth and growing inbound tourism.

It is crucial to keep in mind that these projections will need to be reevaluated in light of the lingering effects of the worldwide epidemic, which has already decimated the majority of tourism and related industries. Although the hotel is still in the construction stages and therefore has not yet incurred any operating expenses, the company has recognized that once the travel and hospitality industries pick up, there will be a renewed focus on values like cleanliness, safety, etc., and we are actively adapting our development strategy in line with this.

II. OPPORTUNITIES AND THREATS:

Opportunities:

- a. India is one of the largest education marketplaces in the world, with 580 million of its 1.4 billion people falling into the target demographic for the education industry (ages 5 to 24). The "ICT in schools" programme is a chance to close the digital divide in India. The programme is a comprehensive effort to give rural school pupils access to new learning opportunities and a fair playing field. Compucom is a passport for a rewarding career in computer literacy, offering students practical training to keep up with the demands of the IT industry and more. There is a major stake holding the 60:40 funding split between the state governments and the federal government of India. For the state of Rajasthan, a major player in such ICT school projects is your very own Compucom. Compucom undertakes large projects that are similar in nature to a turnkey project, from setting-up of computer labs to imparting computer education and other computer aided learning program for government schools. These projects also involve supply of computer hardware, software and connected accessories as well as imparting of education services for a specified time (generally 3-5 years). Government having recognized the importance of IT in education as being fundamental to the development of a globally competitive economic and democratic society as well as placing India on the world IT map, has been focusing mainly on providing computers and computer literacy programs in Government schools. Compucom has shaped the lives of millions of students by introducing computer literacy to the students in Government Schools.

The Government of India promoted PPP models across India fueled by Sarva Shiksha Abhiyan (SSA), Rashtriya Madhyamik Shiksha Abhiyan (RMSA) and skill development initiatives and effort to universalize Secondary and Elementary Education by community-ownership of the school system. It is a response to the demand for providing quality school education across the country. During this year the Company has received three more projects of by Rajasthan Council for School Education (A Govt. of Rajasthan Undertaking). This is also an attempt to provide an opportunity for improving human capabilities through the provision of community owned quality education. It aims to provide useful and relevant Secondary and Elementary education for all children within the 6-18 age groups. The Programme also aims to bridge social, regional and gender gaps, with the active participation of the community in the management of schools.). Along with this, the demand for corporate training is increasing with more and more companies outsourcing training to specialized IT training companies hence the growth of the IT-Training companies will be further boosted. Skill training focus of Government under Pradhan Mantri Kaushal Vikas Yojana (PMKVY) is also going to prove beneficial to our company soon. The company as well as its subsidiary has started work with due permissions, this skill development segment and if the pilot is successful, subsequent expansion and investment into this segment may be expected.

Additionally, in FY 20, the government's introduction of New Education Policy 2020 has placed a renewed focus on both IT education and ICT based education media. Be it including coding for children from an early school going age or proposing quality tech-based options for adult learning such as apps, satellite-based TV channels, ICT equipped libraries etc., the company looks forward to these developments and shall work closely with all stakeholders to ensure it plays a role in modernizing Indian education.

- b. Software & E-governance Services:** Traditionally the company has been focusing on software export market, but the way India is emerging as a powerhouse economy, many more software service opportunities in Government sector are emerging in areas of power utilities, Education, Rural Development, Infrastructure Development, etc. Our company has put significant efforts into harnessing this E-Governance business. Our company also serving overseas clients by providing software development, testing and maintenance and customer support services. The company had developed its own news portal which works in conjunction with its satellite TV Channel and has added shimmer to the company's brand image and generated new business opportunities. These past two FYs though have seen a temporary downturn in the number of client orders from overseas, but the company is fully geared to bounce back soon and is making efforts to ensure the same.
- c. Media Services:** Your company's subsidiary CSL Infomedia Pvt. Ltd. has successfully completed its eleventh year of operating its Satellite TV Channel "JAN TV" which is a vehicle of Educational, Financial, Social and Political change. This Channel offers Education, News, Employment, Skill Development, Agriculture, Tourism, Healthcare, Religious, Sports, Entertainment and News and Current Affairs based programs. Jan TV is available on Tata Play DTH Channel No. 1185, Airtel DTH Channel number 355, all major OTT platforms like MXPLAYER, JIO TV, DAILYHUNT, YouTube Live Streaming and on major cable networks across India. Jan TV is also available free on Android, iPhone mobile phones and on PC through internet and mobile app. Company's second TV channel is JAN TV PLUS which is also broadcasting News & Current Affairs, Entertainment, Education, Agriculture and Social Empowerment related programs. JAN TV is a Free-To-Air (FTA) channel, whereas JAN TV Plus is a Pay channel. Both JAN TV and JAN TV Plus channels are empaneled with Department of Information and Public Relations (DIPR) Government of Rajasthan. JAN TV is also empaneled with DAVP for getting Central Government advertisement. JAN TV has taken BARC (Broadcast Audience Research Council) subscription for Television Audience Measurement Services. JAN TV now has a bureau office in Uttar Pradesh and trying to get empaneled with DIPR, UP.
- d. Hospitality Sector:** Since the Indian tourism & hospitality industry has emerged as one of the key drivers of growth among the services sector in India, and being located at Jaipur, which is among the preferred destination of domestic as well as international tourists, Compucom had decided to venture into this sector. Therefore, we had been constructing our hotel on our existing piece of land at IT 12-13 Sitapura Industrial Area, requiring phased investment of a total of 20 to 25 crore rupees approx., of which approx. more than 25 crores have been spent. The company is also exploring tie ups with reputed brands and operators in the hospitality space. The hotel project already became partly operational during past FY and is expected to be fully operational in this current FY.
- e. Wind Power:** Power is among the most critical components of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy. India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, light, natural gas, oil, hydro and nuclear power to viable non-

conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India is the third-largest producer and consumer of electricity in the world and had an installed power capacity of 411.64 GW as of March 2023. Out of this around 42.63GW comes from wind power.

The Company has an existing installed wind power capacity at Krishna (Andhra Pradesh) with capacity of 0.8 MW. The Company has sold off its windmills at Sikar and Jaisalmer as they reached end of useful life.

- f. **Cold Storage:** The cold storage system is poised to become a game changer for India's food and agricultural industry. While ensuring access to food for all, it will play a major role in boosting India's economy. Since infrastructure is still at a nascent state, cold storage could help reduce the burden on farmers and industries in transacting with other stakeholders. The apparent benefits of cold storage are so high that they could curtail inflation and reduce dependency on price sensitivity and volatility. A strong interplay of private players, markets and farmers is required for sustaining and developing the sector. Investments need to be attracted through the right strategies, as the sector has a long-term effect on the health of the people and the economy of the state. Price control measures and regulations must be minimized and eventually stopped to tap the benefits of market in cultivating fruits and vegetables. The 36 inter linkages developed between them will define the gross output of fruits and vegetables market in India and its contribution to the global market. With the advent of technology, it is only a matter of time before the warehousing systems are revolutionaries with increasing demands and pressure on the supply chain. It is therefore pertinent to have the right strategies in place to support the need of building an efficient cold storage industry in India.

The Company forthcoming project of Cold Storage is expected to be progressed in this ongoing financial year. Company is also hopeful of obtaining relevant subsidy from National Horticulture Board, Government of India.

Threats:

- a. **Competitive pressures:** IT is one sector that is spreading its wing fast throughout the world and India is becoming a preferred destination for global IT players. As a result, the competitive pressure is intensifying. The Company must operate in this competitive scenario and acquire a grip on the market to hold its foot firmly and upkeep the brand name.
- b. **Talent supply constraint:** Both the IT as well as the manufacturing sector seek Talent. This increases the cost of talent. The Company must ensure that it acquires good talent and retains it to constitute its major competitive edge. The Company maintains an excellent work environment and competitive package for this purpose.
- c. **Technology Obsolescence:** These are the days when technology takes no time to become obsolete. Thus, to be at par with its competitors the company must ensure that it constantly updates and upgrades its technology.
- d. **Exchange Rates:** Since the company uses India as a major source of manpower, the exchange rate of the rupee vis-à-vis the US-dollar and other currencies affects its ability to compete. The Company attempts to minimize the foreign exchange exponent by taking appropriate measures wherever required.
- e. **Government Policies:** As and when there is a change in the Government, there might be a change in its policies too. Any adverse changes in its policies may affect the business operations of the Company.

III. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE: Detailed information about segment-wise performance of the company are as follows:

- **Information about reportable segments**

A. Information about primary segments

(in Lakhs)

| Particulars | Year ended March 31, 2025 | | | Year ended March 31, 2024 | | |
|---|---------------------------|-------------|-----------------|---------------------------|-------------|----------------|
| Business Segment | Allocated | Unallocated | Total | Allocated | Unallocated | Total |
| Revenue | | | | | | |
| Software | 114.66 | - | 114.66 | 311.68 | - | 311.68 |
| Learning | 2716.67 | - | 2716.67 | 5908.04 | - | 5908.04 |
| Wind Power | 80.24 | - | 80.24 | 157.79 | - | 157.79 |
| Hotel | 9.32 | - | 9.32 | 3.78 | - | 3.78 |
| Segment revenue | 2920.89 | - | 2920.89 | 6381.29 | - | 6381.29 |
| Expenses | | | | | | |
| Software | 141.09 | - | 141.09 | 266.99 | - | 266.99 |
| Learning | 2812.79 | - | 2812.79 | 5629.25 | - | 5629.25 |
| Wind Power | 114.69 | - | 114.69 | 166.28 | - | 166.28 |
| Hotel | 14.59 | - | 14.59 | 4.03 | - | 4.03 |
| Segment Expense | 3083.16 | - | 3083.16 | 6066.55 | - | 6066.55 |
| Segment Results | | | | | | |
| Software | (26.43) | | (26.43) | 44.69 | - | 44.69 |
| Learning | (96.12) | | (96.12) | 278.79 | - | 278.79 |
| Wind Power | (34.45) | | (34.45) | (8.49) | - | (8.49) |
| Hotel | (5.27) | | (5.27) | (0.25) | - | (0.25) |
| Segment Results | (162.27) | - | (162.27) | 314.74 | - | 314.74 |
| Less: expenses | | 33.34 | 33.34 | - | 35.91 | 35.91 |
| Add: Interest income | | - | - | - | - | - |
| Add: Other un allocable income | | 523.77 | 523.77 | - | 368.87 | 368.87 |
| Profit before tax and exceptional items | - | - | 328.16 | - | - | 647.70 |
| Less: Exceptional item | - | - | - | - | - | - |
| Profit before tax | - | - | 328.16 | - | - | 647.70 |
| Tax expenses | - | - | 99.28 | - | - | 173.76 |
| Other Comprehensive income | - | - | 3.18 | - | - | 107.04 |
| Profit for the year | - | - | 232.06 | - | - | 580.98 |

B. Information Based on Geography

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Revenue by geographical segment | | |
| India | 3430.97 | 6681.88 |
| USA | 13.59 | 68.28 |
| Total | 3444.56 | 6750.16 |

C. Reconciliation between segment revenue and enterprise revenue

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|------------------------------|--------------------------------------|--------------------------------------|
| Segment Revenue | | |
| Software | 114.66 | 311.68 |
| Learning | 2716.67 | 5908.04 |
| Wind Power | 80.24 | 157.79 |
| Hotel | 9.32 | 3.78 |
| Total Segment Revenue | 2920.89 | 6381.29 |
| Enterprise Revenue | | |
| Total Income | 3444.66 | 6750.16 |
| Less: Other income | (523.77) | (368.87) |
| Add: Export Incentives | | - |
| Total Segment Revenue | 2920.89 | 6381.29 |

IV. OUTLOOK:

The Company has a positive outlook for the coming year and endeavors to achieve a steady business performance in the coming year. This is, however, subject to the risks and uncertainties given below.

V. RISKS AND CONCERNS:

The Board of Directors and Senior Management is continuously and carefully monitoring the risks and concerns related to the business for example:, risks and uncertainties regarding fluctuating earnings, interest rates, exchange rates, the Company's ability to manage growth, intense competition in IT services including those factors which may affect our cost advantage, wage increase, earnings and exchange rate fluctuations, intense IT competition, Government policies, ability to attract and retain skilled professionals, time- cost over-runs on fixed price contracts, client concentration, ability to manage the international marketing and sales operations as well as the local operations, alterations of the government fiscal incentives, political instability, legal framework and above all general economic conditions affecting the industry.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company has a robust internal audit program, where the internal auditor conducts a risk-based audit with a view to not only test adherence to policies and procedures but also to suggest improvements in processes and systems. Their audit program was agreed upon by the Audit Committee. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations. The findings were satisfactory and suggestions for improvement have been taken up for implementation.

VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:
Financial Performance:

Income: The Company derives its income from Software & E-Governance services, sale of software products, learning solutions including skilling and placement activities, IT education and training, Wind Power Generation, treasury and hotel income. Treasury income mainly includes interest on FDRs.

(Rs. in Lakhs)

| Particulars | 31.03.2025 | 31.03.2024 |
|---|----------------|----------------|
| Software & E-Governance Services - Overseas | 9.91 | 68.28 |
| Domestic | 104.76 | 243.40 |
| Learning Solution | 2716.67 | 5908.04 |
| Wind Power Generation | 80.24 | 157.79 |
| Hotel | 9.31 | 3.78 |
| Other Income | 523.77 | 368.87 |
| Total | 3444.66 | 6750.16 |

- a. **Software Services:** Software development at overseas level has decreased by Rs. 197.02 lakhs due to lower work orders. E-Governance projects at domestic level have also shown significant reduction due to completion of one project of Rs. 6.06 crores for supply of manpower on contract basis to Building and Other Construction Workers Welfare Board, received from October 21 and remained in operation up to 17.08.2023. The Company is bidding for new projects aggressively in the current financial year also.

- b. Learning Solution:** Learning Solution comprises imparting computer education in Govt. Schools, skilling and placement activities. During the financial year revenue from this segment has reduced by Rs. 31.91 crores. During the previous year 2023-24. We received two new major projects, namely 301 school project and 412 school projects. We received 301 projects for Rs. 15.48 crores for supply and installation of Computer systems, thin client, VC System, UPS and networking & electrification etc. in 301 schools with onsite comprehensive warranty. We received another project of 412 schools for Rs. 50.65 crores for supply and installation of Computer systems, printer, UPS, and networking & electrification etc. in 412 schools with 5 years onsite comprehensive warranty. 301 school projects contributed Rs. 14.06 crores and 412 school projects contributed Rs. 23.53 crores to total income during FY 2023-24. Income in current year 2024-25 from these projects was Rs. 0.32 crores and Rs. 6.22 crores respectively. 303 school projects completed in June 2023 which contributed income of Rs. 90 lakhs in previous year 2023-24 only.

Regarding the learning solution apart from the ICT and other projects of Government schools, the company indulges in providing skill development training to engineering & other curriculum batches, as well as government & other employees. Various skill development projects remained in operation during the current year 2023-24, for passing on benefits of schemes like DDUGKY and RSLDC to the youth of Rajasthan.

- c. Wind Power Generation:** The Company has three wind power plants. Two of them are in Sikar and one is in Krishna, Andhra Pradesh. We had two wind power plants in Jaisalmer which we sold for Rs. 80 lakhs and earned profit of Rs. 34.48 lakhs from sale of these two plants. The company took decision to sale these plants because power purchase agreement for Jaisalmer plant expired on 19.02.2024 and new tariff offered by the Power distribution company was not remunerative. Wind World India Limited takes care of the wind power projects of the company and deals on behalf of the company with all regulatory bodies. Revenue from this segment has therefore decreased in the current year 2024-25 by Rs. 77.54 lakhs compared to the previous year 2023-24.
- d. Foreign Exchange Risks/ Exposures:** The Company operates from India with execution facilities in USA. A significant portion of revenue, expenses related to Software business is carried out in US foreign exchange exposure for the last two years is mentioned below:

(Rs. in Lakhs)

| Particulars | 31.03.2025 | 31.03.2024 |
|--------------------------------------|--------------|--------------|
| Revenue in Foreign Currency | 13.59 | 68.28 |
| Revenue Expenses in Foreign Currency | - | - |
| Capital Expenses in Foreign Currency | - | - |
| Net Exchange Earning | 13.59 | 68.28 |

The reason for the fall in revenue in foreign currency is due to lower overseas workorders.

Expenditure:

(Rs. in Lakhs)

| Particulars | 31.03.2025 | % of Total Revenue | 31.03.2024 | % of Total Revenue |
|--|---------------|--------------------|---------------|--------------------|
| Total Income | 3444.66 | 100 | 6750.16 | 100 |
| Expenses | | | | |
| Purchase of stock in trade | - | | 3040.65 | 45.05 |
| Changes in inventories | 17.78 | 0.52 | (10.83) | (0.16) |
| Manpower Expenses | 452.88 | 13.15 | 606.86 | 8.99 |
| Learning Solution Execution Charges | 1330.94 | 38.64 | 1174.48 | 17.40 |
| Administrative & Other Expenses | 343.40 | 9.97 | 462.21 | 6.85 |
| Finance Cost | 379.55 | 11.02 | 213.09 | 3.16 |
| Depreciation | 591.95 | 17.18 | 616.00 | 9.13 |
| Profit Before Tax Before Exceptional Items | 326.16 | 9.47 | 647.70 | 9.60 |
| Exceptional Items | - | | - | - |
| Profit Before Tax After Exceptional Items | 326.16 | 9.47 | 647.70 | 9.60 |
| Provisions for Income Tax | 99.28 | 2.88 | 173.76 | 2.57 |
| Profit After Tax | 228.88 | 6.64 | 473.94 | 7.02 |
| Other comprehensive income | 3.18 | 0.09 | 107.04 | 1.59 |
| Total Comprehensive Income | 232.06 | 6.74 | 580.98 | 8.61 |

Manpower Expenses: These expenses have decreased from Rs. 606.86 lakhs to Rs. 452.88 lakhs due to the reason that BOCW welfare project on job basis for 218 employees was in operation up to 17.08.2023. Employees at software division also reduced due to lower work order received from USA.

Learning Solution Execution Charges: These expenses have increased from Rs. 1174.48 lakhs to Rs. 1330.94 lakhs mainly due to full swing of 412 school project during the F.Y. 2024-25.

Administrative & Other Expenses: These have been reduced by Rs. 118.81 lakhs due to the following reasons :- PPA of Jaisalmer plants completed and consequently these were sold, and no operation & maintenance expenses were required on these plants. Charity & donation and miscellaneous office and administrative expenses were lower than those of the previous year as a result of lower turnover and lower profit during the current year under review.

Finance Cost: Although the Company relies more on internal accruals than borrowings for financing the IT/ ICT projects awarded by the Government, interest paid during the year amounted to Rs. 3.65 crores which in the previous year was Rs. 1.90 crores only. This has been due to investment in subsidiary for Rs. 12.60 crores and two new projects namely 301 and 412 school projects on which company incurred Rs. 32.06 crores which had been financed out of overdraft against fixed deposits. The company raised bills for respective District Education Officers for these two projects. Major amount could be realized at the year end. Rs. 15 crores are still due to these projects.

Depreciation has reduced by Rs. 24 lakhs due to completion of ICT-4 and 303 school projects in April 2023 and June 23 respectively. We also sold Windmill plants at Jaisalmer location on Aug. 24.

• **Operational Performance:**

Share capital: The Company has only one class of shares, namely equity shares. The face value of the shares is Rs. 2/- per share. The paid-up capital of the company is Rs. 15,82,50,376/-

| Reserves & Surplus | | | Fixed Assets : | | | (Rs. in Lakhs) | |
|-------------------------------|-----------------|-----------------|-------------------------------|------------|------------|----------------|--|
| Particulars | 31.03.2025 | 31.03.2024 | Particulars | 31.03.2025 | 31.03.2024 | | |
| Profit & Loss Account | 9201.00 | 9288.61 | Gross Block | 8449.49 | 8471.52 | | |
| General Reserves | 1484.79 | 1484.79 | Accumulated depreciation | (4255.25) | (4270.35) | | |
| Securities Premium | 1352.96 | 1352.96 | Net Fixed Assets | 4194.24 | 4201.17 | | |
| Capital Reserve | 209.22 | 209.22 | Total Income/Net Block | 0.82 | 1.61 | | |
| Other Comprehensive Income | 175.69 | 172.52 | Acc. Dep. as % of Gross Block | 50.36 | 50.41 | | |
| Total | 12423.66 | 12508.10 | | | | | |

Investments: The details of investment made by the company are as under: (Rs. in Lakhs)

| Particulars | 31.03.2025 | 31.03.2024 |
|--|----------------|----------------|
| Equity Investments in CSL Infomedia Pvt Ltd. | 2561.45 | 1301.45 |
| Equity Shares | 3.96 | 3.39 |
| Investments in Mutual Funds | 0.78 | 0.43 |
| Other Investments | - | - |
| Total | 2566.19 | 1305.27 |

Non-Current & Current Liabilities: (Rs. in Lakhs)

| Particulars | 31.03.2025 | 31.03.2024 |
|--------------------------------|----------------|----------------|
| Long-Term Borrowings | 1502.63 | 0.08 |
| Deferred Tax Liabilities (Net) | 0.00 | 0.00 |
| Other Long-Term Liabilities | 776.48 | 668.20 |
| Long-Term Provisions | 92.91 | 73.89 |
| Short-Term Borrowings | 1458.45 | 3863.52 |
| Trade Payables | 64.89 | 147.16 |
| Other Current Liabilities | 559.83 | 722.34 |
| Short-Term Provisions | 313.67 | 388.38 |
| Total | 4768.86 | 5863.57 |

Long Term Loans and Advances & Other Non-Current Assets:

(Rs. in Lakhs)

| Particulars | 31.03.2025 | 31.03.2024 |
|------------------------------|----------------|----------------|
| Long Term Loans and Advances | 1103.31 | 1349.22 |
| Other Non-Current Assets | 182.30 | 252.12 |
| Deferred Tax Assets (Net) | 113.48 | 51.01 |
| Other Financial Assets | 1343.41 | 98.70 |
| Total | 2742.50 | 1751.05 |

Current Assets:

(Rs. in Lakhs)

| Particulars | 31.03.2025 | 31.03.2024 |
|-------------------------------|----------------|-----------------|
| Trade Receivable | 3909.40 | 6955.75 |
| Cash and Bank Balances | 4382.08 | 4737.57 |
| Short Term Loans and Advances | 980.61 | 985.59 |
| Stock in trade | 0.00 | 17.78 |
| Total | 9272.09 | 12696.69 |

Trade receivables are mainly related to Govt. Schools of Rajasthan. These debtors are considered good and are realizable.

VIII. MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Development of human resources is essential in every firm. The management continues to place a high priority on recognizing and developing talent within the business with the goal of keeping them as long-term assets and providing additional training to those qualified to handle more responsibility. By presenting workers with new challenges, this improves employee happiness inside the company. The Company places a great premium on developing its workforce and utilizing their efforts and ideas.

The Company's employee count stood at 537 as of March 31, 2025.

IX. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

In accordance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is required to give details of significant changes (change of 25% or more as compared to immediately previous financial year) in key sector-specific financial ratios. During the year the Company maintain the specific ratios as follows:

| Particulars | 2024-2025 | 2023-2024 |
|--|-----------|-----------|
| Debtors Turnover Ratio | 0.54 | 1.31 |
| Inventory Turnover Ratio | 328.56 | 516.01 |
| Debt Service Coverage Ratio | 3.52 | 7.63 |
| Current Ratio | 3.87 | 2.48 |
| Debt Equity Ratio | 0.21 | 0.27 |
| Return on Equity (%) | 1.63% | 3.3636% |
| Trade Payable Turnover Ratio | 2.15 | 4.42 |
| Net Capital Turnover Ratio | 0.42 | 0.84 |
| Return on Capital Employed (%) | 4.47% | 4.67% |
| Return on unquoted investment (%) | 0% | 0.04% |
| Return on quoted investment (%) | 21.46% | 62.71% |
| Net Profit Margin (%) | 7.84% | 7.43% |
| Basic EPS (Rs.) | 0.29 | 0.60 |
| Return on net worth (%) | 1.63% | 3.3636% |

Debtors' turnover ratio has reduced from 1.31 to 0.54 due to decrease in credit sales. Inventory turnover ratio has reduced from 516.01 to 328.56 due to decrease in annual sales. Debt service coverage ratio has reduced from 7.63 to 3.52. However, it is still within standard benchmark range. Current ratio has increased from 2.48 to 3.87 due to decrease in current liabilities. Return on equity has decreased from 3.36% to 1.63% due to decrease in net profit. Trade payable turnover ratio has reduced from 4.42 to 2.15 due to decrease in purchase. Net capital turnover ratio has reduced from

0.84 to 0.42 due to decrease in annual sales. Return on unquoted investment is Nil during the current year while it was 0.04% in previous year. Return on quoted investment has reduced from 62.71% to 21.46% due to decrease in income from investment.

SOCIAL RESPONSIBILITY STATEMENT:

The Company remains steadfast in its role as an enabler and catalyst for positive societal transformation, integrating sustainability and community development into its core operating ethos. Over the years, our commitment to social good has been recognised through multiple Bhamashah Awards conferred by the Government of Rajasthan, a testament to our enduring contribution towards public welfare and education. Our initiatives span a diverse spectrum—feeding the needy through regular meal donations, elevating educational standards in government schools via infrastructure support, technology enablement, and capacity-building interventions, and fostering environmental stewardship. The Company has been a frontrunner in renewable energy adoption, operating windmills for over two decades and harnessing solar power extensively at its corporate headquarters well before it became mainstream in India. In alignment with our vision, the soon-to-be-operational hotel project will feature an integrated solar energy setup, ensuring sustainable operations from inception. These initiatives are not peripheral engagements but integral components of our long-term value-creation strategy, underscoring our belief that corporate growth and societal upliftment must progress in tandem.

CAUTIONARY STATEMENT:

This statement made in this section describes the Company's objectives, projections, expectations and estimations which may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements based on any subsequent developments.

**For and on Behalf of the Board of Directors
Compucom Software Limited****Sd/-****Surendra Kumar Surana**

Chairperson, Managing Director & CEO
(DIN: 00340866)

Place: Jaipur
August 07, 2025

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

Sd/-**Vaibhav Suranaa**

Executive Director
(DIN: 05244109)

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2024-25

Pursuant to Regulation 34(3) read with PART C of Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015

(1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is one of the essential pillars for building an efficient and sustainable environment. Our Company's Management strongly believes in fostering a governance philosophy that is committed to maintaining accountability, transparency and responsibility, which are integral to the Company's day-to-day operations to ensure that we gain and retain the trust of our stakeholders at all times.

Our Corporate Governance framework satisfies both the spirit and letter of the law in all our actions and disclosures and ensures transparency and maintains a high level of integrity.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for Senior Management, Executive and Non-Executive Directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("**Act**"). This code is available on the Company's website on weblink <https://compucom.co.in/mdocs-posts/code-of-conduct-2/> The Company has adopted the requirements of Corporate Governance stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). Your Company recognizes and embraces the importance of a diverse Board in its success which is enriched with appropriate balance of skills, experience, diversity of perspectives, thereby ensuring effective Board governance. The Board of Directors of your Company is at the core of the Corporate Governance practices. Your Company's Corporate Governance framework ensures that it makes timely and appropriate disclosures and shares factual and accurate information.

(2) BOARD OF DIRECTORS:

(a) Composition and Category of Directors: The Board of the Company has an optimum combination of Executive, Non-Executive and Independent Directors having requisite skills and expertise to maintain its independence as per the Listing Regulations and the Act.

The composition of the Board is fully compliant as on March 31, 2025, the Board comprised Eight Directors consisting of two Executive Directors, two Non-Executive Director and four Independent Directors. All members of the Board are eminent people with considerable professional expertise and experience who actively contribute to the deliberation of Board covering strategic matters and decision making. The profile of Directors can be found on weblink <https://compucom.co.in/about-us/leaderships/>

(b) Attendance of Directors at Board Meetings & last Annual General Meeting (AGM), number of other Directorships and Chairpersonships/Memberships of Committees and Shareholding of each Director in the Company:

The Board meets at least once in a quarter to inter-alia review the Company's quarterly performance and Financial Results, assess business strategies and their implementation, and also discuss its policy, compliance and other matters. The Meetings are conducted in compliance with the regulatory requirements including those prescribed under the Act. In exceptional circumstances, additional Meetings are held, if necessary.

5 (Five) Board Meetings were held during the financial year from April 1, 2024, to March 31, 2025. The necessary quorum was present for all the Meetings. The dates on which the Board Meetings were held are as follows:

May 24, 2024; July 24, 2024; August 20, 2024; November 11, 2024 and February 10, 2025.

The details of the Directors along with their attendance at Board Meetings (during the financial year 2024-25) and Annual General Meeting ("AGM") held on Saturday, August 24, 2024, are as given below:

| Name & DIN | Designation & Category | Attendance in Financial Year | | Number of Directorship in other Companies as on March 31, 2025 | | Committee Membership and Chairpersonship in other Companies as on March 31, 2025 | | Shareholding in the Company as on March 31, 2025 |
|---|--|------------------------------|-----|--|--------|--|------------|--|
| | | Board Meeting | AGM | Private | Public | Chairpersonship | Membership | |
| Mr. Surendra Kumar Surana (00340866) | Chairperson, Managing Director and CEO & Executive Director (Promoter) | 5/5 | Yes | 5 | Nil | Nil | Nil | 2037965 |
| Mr. Vaibhav Suranaa (05244109) | Whole Time Director & Executive Director (Promoter) | 5/5 | Yes | 5 | Nil | Nil | Nil | 189487 |
| Mr. Ajay Kumar Surana*(01365819) | Director & Non-Executive Director (Promoter) | 1/4 | No | 4 | Nil | Nil | Nil | Nil |
| Mrs. Trishla Rampuria****(07224903) | Director & Non-Executive Director | 1/5 | Yes | 1 | Nil | Nil | Nil | Nil |
| Dr. Baldev Singh (08333652) | Director & Independent Director | 5/5 | Yes | Nil | Nil | Nil | Nil | Nil |
| Mr. Satya Narayan** Gupta (07781599) | Director & Independent Director | 1/1 | No | Nil | Nil | Nil | Nil | Nil |
| Dr. Ashwini Kumar Sharma*** (03185731) | Director & Independent Director | 1/4 | No | Nil | Nil | Nil | Nil | Nil |
| Mr. Satya Narayan Vijayvergiya (03185976) | Director & Independent Director | 3/5 | Yes | 5 | 6 | Nil | Nil | Nil |
| Mrs. Sunita Garg**** (10625487) | Director & Independent Director | 3/4 | No | Nil | Nil | Nil | Nil | Nil |

*Mr. Ajay Kumar Surana has been appointed as Additional Director in the category of Non- Executive Non- Independent Director of the Company w.e.f. May 27, 2024, in the Board Meeting dated May 24, 2024, and he is regularised in the 30th Annual General Meeting of the shareholders of the Company held on August 24, 2024.

**Mr. Satya Narayan Gupta retired from Directorship from the close of business hours from May 26, 2024, due to completion of his tenure as Independent Director of the Company.

***Dr. Ashwini Kumar Sharma has been appointed as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. May 27, 2024 in the Board Meeting dated May 24, 2024 and he is regularised for a period of 2 years w.e.f. May 27, 2024 to May 26, 2026 in the 30th Annual General Meeting of the shareholders of the Company held on August 24, 2024.

****Mrs. Sunita Garg has been appointed as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. May 27, 2024 in the Board Meeting dated May 24, 2024 and She is regularised for a period of 2 years w.e.f. May 27, 2024 to May 26, 2026 in the 30th Annual General Meeting of the shareholders of the Company held on August 24, 2024.

***** Mrs. Trishla Rampuria having DIN: 07224903 was also Resigned to be Non-Executive Non-Independent Director w.e.f. close of business hours on May 27, 2025, due to personal reasons.

- The Company has not issued any convertible instruments. Therefore, none of the Directors hold convertible instruments.
- None of the Directors on the Board hold directorships in more than 20 (Twenty) companies, which includes 10 (Ten) public companies. None of the Directors serve as Director or Independent Directors in more than 7 (Seven) listed companies. The Managing Director /Whole Time Director of the Company does not serve as an Independent Director in more than 3 (Three) listed entity.

None of the directors is a member of more than 10 (ten) committees or Chairperson of more than five committees across all the public companies in which he/she is a director. For the purpose of determination of limit of the Board Committees, Chairpersonship and Membership of the Audit Committee and Stakeholders' Relationship Committee only have been considered as per Regulation 26(1)(b) of the SEBI Listing Regulations. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025, have been made by the Directors.

(c) Disclosure of relationship between Directors inter-se;

Mr. Surendra Kumar Surana is father of Mr. Vaibhav Suranaa as well as brother of Mr. Ajay Kumar Surana, and Mrs. Trishla Rampuria, except this there are no inter-se relationships among other Directors.

(d) Familiarization Programmes

All new Independent Directors inducted to the Board are introduced to our Company's culture through orientation sessions. Executive Directors and Senior Management provide an overview of operations and familiarize the new independent directors with matters related to our values and commitments. They are also introduced to the organization structure, services, group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks, and risk management strategy. All Directors attend the familiarization programmes as these are scheduled to coincide with the Board meeting calendar. The details of the familiarization programme are also available on the Company's website, <https://compucom.co.in/mdocs-posts/familiarization-programme-2024-25/>

(e) Matrix of Skills/ Expertise/ Competencies of the Board of Directors:

The Board of Company comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board.

(1) List of core skills/ expertise/ competence

| | |
|-------------------------------------|---|
| Financial | Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions. |
| Diversity | Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide. |
| Global Business | Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities. |
| Leadership | Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, process, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth. |
| Technology | A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models. |
| Board Service and Governance | Service on a Public Company board to develop insight about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices. |
| Sales and marketing | Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation. |

(2) The details of the directors who hold the above skills/expertise/competence are as follows: -

Personal Details Top Areas of Expertise

| Personal Details | | | | Top areas of Expertise | | | | | | |
|--------------------------------|----------------|-------------|--------|------------------------|-----------|-----------------|------------|------------|------------------------------|---------------------|
| Name | Director since | Independent | NED/ED | Financial | Diversity | Global Business | Leadership | Technology | Board service and Governance | Sales and Marketing |
| Mr. Surendra Kumar Surana | 09.07.2009 | No | ED | Y | Y | Y | Y | Y | Y | Y |
| Mr. Vaibhav Suranaa | 18.05.2019 | No | ED | Y | Y | Y | Y | Y | Y | Y |
| Mr. Ajay Kumar Surana | 27.05.2024 | No | NED | Y | Y | Y | Y | Y | Y | Y |
| Mrs. Trishla Rampuria | 12.08.2015 | No | NED | Y | Y | Y | Y | Y | Y | N |
| Dr. Baldev Singh | 24.08.2022 | Yes | NED | Y | Y | Y | Y | Y | Y | Y |
| Dr. Ashwini Kumar Sharma | 27.05.2024 | Yes | NED | Y | Y | Y | Y | Y | Y | Y |
| Mr. Satya Narayan Vijayvergiya | 15.06.2021 | Yes | NED | Y | Y | Y | Y | Y | Y | Y |
| Mrs. Sunita Garg | 27.05.2024 | Yes | NED | Y | Y | Y | Y | Y | Y | Y |

(3) COMMITTEES OF THE BOARD: In compliance with the requirements of the Act and the Listing Regulations, the Board of Directors has constituted various Committees. These Committees are entrusted with such powers and functions as detailed in their respective terms of reference. Besides, the Committees help focus attention on specific matters of the organization.

The Board of Directors of the Company takes note of the minutes of the Committee Meetings at its Meetings. All the recommendations of the various Committees were accepted by the Board during the Financial Year.

Currently, the Board of the Company has 4 (four) Committees namely Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Borrowing Committee.

The Company is not required to constitute a risk management committee. However, the company has a well-defined risk management framework in place. The risk management framework is at various levels across the Company.

A. Audit Committee:

The Audit Committee has been constituted by the Company in terms of the provisions of Section 177 of the Act and Regulation 18 read with Part C of Schedule II of Listing Regulations and is chaired by an Independent Director.

a) The terms of reference of the Audit Committee: -

A. The role of the Audit Committee includes the following: -

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient, and credible.
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- 3) Approval of payment to statutory auditors for any other services rendered by them.
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involve estimates based on the exercise of judgment by the management.
 - d) Significant adjustments made to the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.

- f) Disclosure of any related party transactions.
 - g) Modified opinion(s) in the draft audit report.
 - 5) Reviewing with the Management, quarterly financial statements before submission to the Board for approval.
 - 6) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, preferential issue or qualified institution placement and making appropriate recommendations to the Board to take up steps in this matter;
 - 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 - 8) Approval or any subsequent modification of transactions of the Company with related parties.
 - 9) Scrutiny of inter-corporate loans and investments.
 - 10) Valuation of undertakings or assets of the Company, wherever it is necessary.
 - 11) Evaluation of internal financial controls and risk management systems.
 - 12) Reviewing the management, performance of the statutory and internal auditors and adequacy of the internal control systems.
 - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - 14) Discussion with the internal auditors of any significant findings and follow-up thereon.
 - 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - 16) Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern.
 - 17) To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors.
 - 18) To review the functioning of the Whistle Blower Policy/Vigil mechanism.
 - 19) Approval of appointment of CFO (i.e. the Chief Financial Officer or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
 - 20) Carrying out any other functions as specified in the terms of reference of the audit committee.
 - 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 - 22) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- B. Review of information by Audit Committee:**
- The Audit Committee shall mandatorily review the following information:
- 1) Management discussion and analysis of financial condition and results of operations.
 - 2) Management letters/letters of internal control weaknesses issued by the statutory auditors.
 - 3) Internal audit reports relating to internal control weaknesses; and
 - 4) The appointment, removal, and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
 - 5) Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notices in terms of Regulation 32(7).

b) Composition, name of members and chairperson: -

The Audit Committee comprises of three (3) Directors as its Members, out of them two are Independent Directors and one is Executive Director. The composition of the Committee is in adherence to the provisions of the Act, Rules made thereunder and the Listing Regulations. The Committee is chaired by Dr. Baldev Singh, Independent Director. All the Members of the Committee are financially literate and the majority of the Members, including the Chairperson, possess financial management expertise. The Company Secretary of the Company acts as Secretary to the Committee. The Board has accepted and implemented the recommendations of the Audit Committee, whenever provided by it.

c) Meetings and attendance during the year: -

During the year 2024-25, 4 (Four) meetings of the Audit Committee were held on the following dates:

May 24, 2024; July 24, 2024; November 11, 2024, and February 10, 2025. The required quorum was present at all the above Meetings.

The table below sets out the Composition of Audit Committee and attendance of the Audit Committee Meetings for the year 2024-25:

| Name of the Director | Category | Audit Committee Meetings | | | | Entitled to Attend | Attended |
|---------------------------|------------------------------------|--------------------------|---------------|-------------------|-------------------|--------------------|----------|
| | | May 24, 2024 | July 24, 2024 | November 11, 2024 | February 10, 2025 | | |
| Dr. Baldev Singh | Independent Director (Chairperson) | Yes | Yes | Yes | Yes | 4 | 4 |
| Mr. Vaibhav Suranaa | Executive Director (Member) | Yes | Yes | Yes | Yes | 4 | 4 |
| Mrs. Sunita Garg* | Independent Director (Member) | - | Yes | Yes | Yes | 3 | 3 |
| Mr. Satya Narayan Gupta** | Independent Director (Member) | Yes | - | - | - | 1 | 1 |

Note: The Committee reconstitute w.e.f. May 27, 2024.

* Mrs. Sunita Garg appointed as a member of the Committee w.e.f. 27.05.2024

** Mr. Satya Narayan Gupta ceased to act as member of the committee w.e.f. closed of Business hours on May 26, 2024.

The Audit Committee Meetings are usually held at the registered office of the Company situated at IT 14-15 EPIP, Sitapura, Jaipur (Rajasthan) and are usually attended by the Manager – Finance/ CFO and representatives of the Statutory Auditor, Secretarial Auditor, and Internal Auditor as invitees. The operations heads are invited to the meetings as and when required.

The previous AGM of the Company was held on August 24, 2024, and was attended by Dr. Baldev Singh, as the Chairperson of the Audit Committee.

B. Nomination and Remuneration Committee: -

The Nomination and Remuneration Committee has been constituted by the Company in terms of the provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of Listing Regulations and is chaired by an Independent Director.

The Board has accepted and implemented the recommendations of the Nomination and Remuneration Committee, whenever provided by it.

a) The terms of reference of the Nomination and Remuneration Committee: -

The role of the Nomination and Remuneration Committee includes the following:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees.

1A). For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such an evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such a description. For the purpose of identifying suitable candidates, the Committee may:

- a) use the services of external agencies, if required.
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider time commitments of the candidates.
- 2) Formulation of criteria for evaluation performance of Independent Directors and the Board of Directors.
 - 3) Devising a policy of the Board of Directors diversity.
 - 4) Identifying people who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
 - 5) Whether to extend or continue the term of appointment of the Independent Director, on the basis of report of performance evaluation of Independent Directors.
 - 6) Recommend to the Board all remuneration, in whatever form, payable to senior management.

b) Composition, name of members and Chairperson: -

The Nomination and Remuneration Committee of the Company consists of three Non-Executive Directors, out of which two are Independent Directors. The Committee is chaired by Mr. Satya Narayan Vijayvergiya, Independent Director. The composition of the Committee is in adherence to the provisions of the Act and Listing Regulations. The Company Secretary acts as the secretary to the Nomination and Remuneration Committee.

c) Number of Meetings and attendance of the Nomination and Remuneration Committee: -

During the year 2024-25, 2 (Two) meetings of Nomination and Remuneration Committee were held on May 24, 2024, and July 24, 2024. The required quorum was present at the above Meeting.

The table below sets out the composition and attendance at the Nomination and Remuneration Committee meeting during the year 2024-25:

| Name of the Director | Category | Nomination and Remuneration Committee Meetings | | Entitled to Attend | Attended |
|--------------------------------|------------------------------------|--|---------------|--------------------|----------|
| | | May 24, 2024 | July 24, 2024 | | |
| Mr. Satya Narayan Vijayvergiya | Independent Director (Chairperson) | Yes | Yes | 2 | 2 |
| Mrs. Trishla Rampuria | Non-Executive Director (Member) | Yes | Yes | 2 | 2 |
| Dr. Ashwini Kumar Sharma* | Independent Director (Member) | - | No | 1 | 0 |
| Mr. Satya Narayan Gupta** | Independent Director (Member) | Yes | - | 1 | 1 |

Note: The Committee reconstitute w.e.f. May 27, 2024.

* Dr. Ashwini Kumar Sharma appointed as a member of the Committee w.e.f. May 27, 2024.

** Mr. Satya Narayan Gupta ceased to act as member of the committee w.e.f. close of Business hours on May 26, 2024

d) Performance Evaluation Criteria for Independent Directors: -

As per the provisions of the SEBI (LODR), Regulations, 2015, the Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors. The manner for performance evaluation of Directors (including Independent Directors) and Board as whole has been covered in the Board's Report.

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgments.

Statement with regard to integrity, expertise and experience of the Independent Director appointed during the year

C. Stakeholders' Relationship Committee: -

The Constitution of the Stakeholders' Relationship Committee is in terms of section 178(5) of the Act and as per Regulation 20 read with Part D of Schedule II of Listing Regulations. The main role of the committee is to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend /notice/annual reports, and revalidation of dividend DD etc.

(a) The terms of reference of the Stakeholders' Relationship Committee: -

The role of Stakeholders' Relationship Committee includes the following:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(b) Composition, name of Members & Chairperson: -

The Stakeholders' Relationship Committee of the Company consists of 3 (Three) Directors out of which one is Independent Director, one is Non-Executive Director, and one is Executive Director. The Committee is chaired by Mr. Satya Narayan Vijayvergiya Independent Director.

(c) Number of Meetings and attendance of the Stakeholders' Relationship Committee: -

During the year, 1 (One) meeting of Stakeholders' Relationship Committee was held on May 24, 2024. The required quorum was present at the Meeting.

The table below sets out the Composition and attendance of the Stakeholders' Relationship Committee Meeting during the year 2024-25: -

| Name of the Director | Category | Stakeholder's Relationship Committee May 24, 2024 | Entitled to Attend | Attended |
|--------------------------------|------------------------------------|--|--------------------|----------|
| Mr. Satya Narayan Vijayvergiya | Independent Director (Chairperson) | Yes | 1 | 1 |
| Mr. Vaibhav Suranaa | Executive Director (Member) | Yes | 1 | 1 |
| Mrs. Trishla Rampuria | Non-Executive Director (Member) | Yes | 1 | 1 |
| Dr. Ashwini Kumar Sharma * | Independent Director (Chairperson) | - | - | - |

Note: Reconstitute the Stakeholders' Relationship Committee w.e.f. May 27, 2024.

*The Dr. Ashwini Kumar Sharma is a chairperson w.e.f. May 27, 2024, and the Mr. Satya Narayan Vijayvergiya is no longer the member of the Stakeholders' Relationship Committee w.e.f. May 27, 2024.

The Committee expresses satisfaction with the Company's performance in dealing with investor grievances. The investor grievances can also be placed on the e-mail: investor@compuc.com.co.in

(d) Name and Designation of Compliance Officer: CS Varsha Ranee Choudhary, Company Secretary of the Company act as a Compliance Officer of the Company.

(e) Number of Shareholders' complaints received during the year: -No complaints have been received during the year by the company.

(f) Number of Complaints not solved to the satisfaction of the shareholders During the year: -

No complaints have been received during the year by the company.

(g) Number of pending Complaints: -

There are no pending complaints.

During the year 2024-25 under review, No. of complaints received by the Registrar and Share Transfer Agent are as follows:

| Sr. No. | Nature of Complaints | No. of Complaints received during the year 2024-25 | No. of Complaints resolved during the year 2024-25 | No. of Complaints pending during the year 2024-25 |
|---------|--|--|--|---|
| 1. | Non-Receipt of Dividend/Interest/ Redemption Warrant | NIL | NIL | NIL |
| 2. | Non-Receipt of Annual Report | NIL | NIL | NIL |
| 3. | Non-receipt of Refund/Credit of Shares-IPO | NIL | NIL | NIL |
| 4. | SEBI-SCORES | NIL | NIL | NIL |
| | Total | NIL | NIL | NIL |

- d) **Securities and Exchange Board of India Complaints Redress System (SCORES) and Online Dispute Resolution (ODR):** The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

D. Borrowing Committee: - The board has delegated its power regarding borrowings and relating to loans to be taken by the company to the Borrowing Committee.

(a) Composition, name of Members & Chairperson: -

The Borrowing Committee of the Board of Directors consists of three Directors out of which two Executive Directors & one is Non-Executive Director. The Committee is chaired by Mr. Surendra Kumar Surana, Chairperson, Managing Director, and CEO of the Company.

(b) Number of Meetings and attendance of the Borrowing Committee: -

During the year, 5 (Five) meetings of Borrowing Committee were held on April 02, 2024; May 10, 2024; August 26, 2024; October 10, 2024, and January 03, 2025.

The table below sets out the Composition and attendance at the Committee meeting during the year 2024-25: -

| Name of the Director | Category | Borrowing Committee Meeting | | | | | Entitled to Attend | Attended |
|----------------------------------|--|-----------------------------|--------------|---------------|---------------|---------------|--------------------|----------|
| | | Apr. 02, 2024 | May 10, 2024 | Aug. 26, 2024 | Oct. 10, 2024 | Jan. 03, 2025 | | |
| Mr. Surendra Kumar Surana | Chairperson, Managing Director and CEO (Chairperson) | Yes | Yes | Yes | Yes | Yes | 5 | 5 |
| Mr. Vaibhav Surana | Executive Director (Member) | Yes | Yes | Yes | Yes | Yes | 5 | 5 |
| Mrs. Trishla Rampuria | Non-Executive Director (Member) | No | No | No | No | No | 5 | 0 |

(4) Independent Directors:

The Independent Director acts as a guide, coach, and mentor to the Company. The role of an Independent Director includes improving corporate credibility and governance standards and helping in managing risk. They provide independent oversight in the Company. Independent Directors play an important role in deliberations at the Board Meetings and bring to the Company their wide experience in the fields of finance, housing, accountancy, law and public policy. This wide knowledge of both their field of expertise and Boardroom practices help foster varied, unbiased, independent, and experienced perspectives. The Company benefits immensely from their input in achieving its strategic direction. All the Committees which require Independent Directors in the composition have Independent Directors as specified in terms of the Listing Regulations and the Act. These Committees function within the defined terms of reference in accordance with the Act, the Listing Regulations and as approved by the Board, from time to time.

The Independent Directors have confirmed that they satisfy the criteria prescribed for an Independent Director as stipulated in Regulation 16(1)(b) & 25(8) of the Listing Regulations and Section 149(6) of the Act and are independent from the management of the Company. All Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to the Independent Directors. There is no Independent Director resigned from the Board but due to completion of tenure one of Director Cessed on the Board. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

a) Independent Director databank registration:

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs, Manesar ("IICA").

Requisite disclosures have been received from the directors in this regard. with regard to proficiency of the Independent Directors, ascertained from the online proficiency self-assessment test conducted by the institute, as notified under sub section (1) of section 150 of the Act, the Board of Directors have taken on record the declarations submitted by Independent Directors that they are exempt from appearing in the test or they have passed the exam as required by the institute.

Dr. Ashwini Kumar Sharma and Sunita Garg are exempt from the requirement to undertake online proficiency self-assessment test.

b) Meeting of Independent Directors:

Schedule IV of the Act and Listing Regulations mandate that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and Members of Management to review the performance of Non-Independent Directors, Chairperson of the company and the Board as a whole.

During the year, 1(One) meeting of Independent Directors was held on May 24, 2024.

The table below sets out the attendance at the Independent Director meeting during the year 2024-25:

| Name | Category | No. of Meetings held during the year 2024-25 May 24, 2024 | No. of Meetings attended during the year 2024-25 |
|--------------------------------|----------------------|--|--|
| Mr. Satya Narayan Vijayvergiya | Independent Director | 1 | 1 |
| Mr. Satya Narayan Gupta | Independent Director | 1 | 1 |
| Dr. Baldev Singh | Independent Director | 1 | 1 |

(5) Senior Management:

Particulars of Senior Management including the changes therein during the Financial Year 2024-25:

| S. No. | Name | Designation | Changes, if any |
|--------|-----------------------------|--|-----------------|
| 1. | Mr. Sanjeev Nigam | Chief Financial Officer | - |
| 2. | Mrs. Varsha Ranee Choudhary | Company Secretary and Compliance Officer | - |
| 3. | Mr. Deepak Upadhyay | Manager (Operation) | - |
| 4. | Mr. Manoj Agarwal | Manager (IT & Media) | - |
| 5. | Mrs. Nidhi Sethi | Manager (HR) | - |
| 6. | Mr. Ajay Batarka | Manager (Marketing) | - |
| 7. | Mr. Amit Arora | Internal Auditor | - |
| 8. | Mr. Nitin Kapoor | Manager (IT Services) | - |

(6) REMUNERATION OF DIRECTORS: -
a) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company: -

None of the Non- Executive Directors have any pecuniary relationship or transaction with the Company apart from receiving sitting fees.

b) Criteria of making payments to Non-Executive and Executive Directors: -

The Non-Executive Directors (NEDs) are paid remuneration by way of sitting fees for attending each Meetings of Board of Directors and Committees thereof, which are within the limits prescribed by the Act and as per the terms and conditions of the appointment.

The remuneration to the Managing Director and Executive Director is decided on the basis of the following Broad criteria:

- Industry trend.
- Remuneration package in other comparable corporate.
- Job Responsibilities.
- Company performance and individual key performance areas.

Note: Remuneration is paid after getting approval from the Nomination and Remuneration Committee, Board of Directors and Shareholders as required.

c) Disclosure with respect to remuneration in addition to disclosures required under Companies Act, 2013

(i) The details of remuneration & sitting fees paid to the Directors during the year 2024-25 are as follows:

| S. No. | Name of the Director | Salary | Sitting Fee | Commission | Stock Option | Service Contract | Notice Period | No of shares held |
|--------|--------------------------------|-----------|-------------|------------|--------------|------------------|--------------------------|-------------------|
| 1 | Mr. Surendra Kumar Surana | 30,00,000 | N A | NIL | NIL | Three (3) Years | 90 days' Notice Required | 2037965 |
| 2 | Mr. Ajay Kumar Surana | N.A. | 4000 | NIL | NIL | NIL | NIL | NIL |
| 3 | Mrs. Trishla Rampuria | N.A. | 16000 | NIL | NIL | NIL | NIL | NIL |
| 4 | Mr. Vaibhav Suranaa | 23,40,000 | N A | NIL | NIL | Three (3) Years | 90 days' Notice Required | 189487 |
| 5 | Mr. Satya Narayan Vijayvergiya | N.A. | 24000 | NIL | NIL | NIL | NIL | NIL |
| 6 | Dr. Baldev Singh | N.A. | 36000 | NIL | NIL | NIL | NIL | NIL |
| 7 | Mr. Satya Narayan Gupta | N.A. | 12000 | NIL | NIL | NIL | NIL | NIL |
| 8. | Dr. Ashwini Kumar Sharma | N.A. | 4000 | NIL | NIL | NIL | NIL | NIL |
| 9. | Mrs. Sunita Garg | N.A. | 24000 | NIL | NIL | NIL | NIL | NIL |

Total remuneration paid to the Managing Director for the financial year 2024-25 is Rs. 30,00,000/- (Rupees Thirty Lakhs Only) and to the Whole Time Director is Rs. 23,40,000/- (Rupees Twenty-Three Lakhs and Forty Thousand Only) as determined and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors within the limits approved by the shareholders of the company. No other perquisites were provided to the Managing Director and Whole Time Director.

(ii) The contract for service, notice period etc. are applied as per the rules of the Company framed by the Board of Directors from time to time and there is no provision for severance fee etc.

(iii) The Company has not paid any other remuneration or commission to Non-Executive Directors except sitting fees within the limits prescribed by the Act and as per the terms and conditions of the appointment. The Company has not issued Stock Option to Non-Executive Directors till now. The sitting fees paid to the Non-Executive Directors was Rs. 4000/- (Four Thousand only) for their attendance at every Meeting of the Board or Committee.

5) GENERAL BODY MEETINGS:

a) Details of the previous three Annual General Meetings with time & Locations: -

| Year | Location | Date | Time |
|---------|---|--------------------|------------|
| 2023-24 | Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) | August 24, 2024 | 04:00 P.M. |
| 2022-23 | Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) | September 20, 2023 | 04:00 P.M. |
| 2021-22 | Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) | August 24, 2022 | 11.30 A.M. |

b) Details of Special resolutions passed in the previous three annual general meetings: -

| S.No. | Year | No. of special resolution(s) passed in annual general meeting |
|-------|---------|--|
| 1. | 2023-24 | 1. To appoint Dr. Ashwini Kumar Sharma (DIN: 03185731) as an Independent Director. 2. To appoint Mrs. Sunita Garg (DIN: 10625487) as an Independent Director. |
| 2. | 2022-23 | 1. To authorize the board of directors for creation of charge on assets of the company under section 180(1)(a) of the Companies Act, 2013 to secure borrowings made/to be made under section 180(1)(c) of the Companies Act, 2013. 2. To authorize the board of directors under section 186 of the Companies Act, 2013 upto an aggregate of Rs. 300 crores (Rs. Three hundred crores only). 3. To authorize the board of directors to advance any loan, give any guarantee or to provide any security to all such person specified under section 185 of the Companies Act, 2013 upto an aggregate limit of Rs. 300 crores (Rs. Three hundred crores only). 4. Re-appointment of Mr. Vaibhav Suranaa (DIN:05244109) as a Whole Time Director designated as Executive Director. |

| S.No. | Year | No. of special resolution(s) passed in annual general meeting |
|-------|---------|--|
| 3. | 2021-22 | <ol style="list-style-type: none"> 1 Appointment of Mr. Satya Narayan Gupta (DIN: 07781599) as an Independent Director. 2 Appointment of Dr. Baldev Singh (DIN:08333652) as an Independent Director. 3 Re-appointment of Mr. Amitabh Kaushik (DIN:09033384) as an Independent Director. 4 Re-appointment of Mr. Satya Narayan Vijayvergiya (DIN:03185976) as an Independent Director. 5 Re-appointment of Mr. Surendra Kumar Surana (DIN: 00340866) as a Chairperson, Managing Director (MD) and Chief Executive Officer. |

c) Details of Special Resolution passed last year through postal ballot: -

During the year, the Company did not pass any resolution through the postal ballot.

d) Details of special resolution is proposed to be conducted through postal ballot:

None of the resolutions proposed to be passed in the AGM Notice requires to be conducted through postal ballot.

6) MEANS OF COMMUNICATION:

a) Quarterly Results: The quarterly results of the Company are submitted to Stock Exchanges as per Regulation 33 of the Listing Regulations. The quarterly results are available on our weblink at <http://compucom.co.in/investors/financial-filings/>

b) Newspaper: Newspapers in which results of the Company are normally published:

(i) Financial Express, in English (National)

(ii) Nafa Nuksan, in Hindi (Vernacular).

c) Website: The Company's website contains a separate dedicated section 'Investor'. It contains a comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, information on dividends declared by the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered / facilities extended by the Company to our investors, in a user-friendly manner. The basic information about the Company as required in terms of Listing Regulations is provided on the Company's website and the same is updated regularly. The Company's website is www.compucom.co.in.

The shareholders can also access the details of Corporate Governance Policies, Board Committee Charters, Memorandum and Articles of Association, Financial Information, shareholding Information, and shares transferred / liable to transfer to IEPF, etc. as required to disseminate under Regulation 46 of Listing Regulations under separate dedicated section 'Investor' on the weblink: <https://compucom.co.in/investors/>.

d) Media Releases and Presentations: Official media releases are sent to Stock Exchanges before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on Company's website.

e) Stock Exchanges: The Company's results and other Corporate Announcements are regularly sent to the BSE Limited through BSE Corporate Compliance & Listing Centre (the "Listing Centre"), National Stock Exchange of India Ltd through Digital exchange and NSE Electronic Application Processing System (NEAPS) Portal.

7) GENERAL SHAREHOLDERS INFORMATION:

| | |
|---|---|
| a) Annual General Meeting Date, Time and Venue | Saturday, September 27, 2025, at 4:00 P.M. |
| b) Financial Year: | April 1, 2024, to March 31, 2025 |
| c) Dividend Payment Date | Final dividend to be paid within 30 days on or after September 27, 2025, subject to the approval of shareholders in the Annual General Meeting. |
| d) Listing on Stock Exchanges: | <p>The shares of the Company are listed on</p> <p>BSE Limited (BSE), Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001</p> <p>National Stock Exchange of India Limited (NSE), Exchange Plaza, 5th Floor, Plot No. C-1, G Block, Bandra-Kurla complex, Bandra (E) Mumbai - 400051</p> <p>The Annual Listing fee has been paid.</p> |

| | |
|---|---|
| e) Reason for suspended Securities | Not Applicable |
| f) Registrar & Share Transfer Agent | <p>The Company has appointed a Registrar for dematerialization (Electronic Mode) and physical maintenance of shares whose details are given below:</p> <p>MCS Share Transfer Agent Limited Unit: Compucom Software Limited 179-180, ESIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1, New Delhi-110020, India Ph.: +91-11-41406149, Fax: +91-11-41709881 E-mail: admin@mcsregistrars.com</p> |
| g) Share Transfer System | <p>The Company's share transfer and related operations is operated through its Registrar and Share Transfer Agent (RTA) - MCS Share Transfer Agent Limited.</p> <p>In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.</p> <p>Further Shareholders may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.</p> <p>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.</p> |
| h) Distribution Schedule & Distribution of Shareholding Pattern | <p>The total shareholding of the Company as on March 31, 2025, was 7,91,25,188 shares. Distribution is attached as Annexure A</p> |

i) Dematerialization of Shares and Liquidity

99.67% of the paid-up capital is held in dematerialized form as on March 31, 2025, and are frequently traded. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE453B01029. Securities of listed companies can be transferred only in dematerialized form as per regulation 40 of SEBI(LODR) Regulation 2015. In case of request received for transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialised form. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts and email IDs with the respective depository participants to enable us to provide better service.

| | | | | |
|---|---|--|-----------------------|---|
| j) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity | Not Applicable | | | |
| k) Commodity price risk or foreign exchange risk and hedging activities | Not Applicable | | | |
| l) Plant Location | Not Applicable | | | |
| m) Address for correspondence | IT 14-15, EPIP, Sitapura,Jaipur-302022 (Rajasthan) | | | |
| n) List of all credit ratings obtained by the entity along with any revision thereto during the year | The Company obtained the following rating on long term and short-term bank facilities assigned by CARE Ratings Limited as on July 08, 2024. (CARE Ratings). | | | |
| | Sr. No. | Security/Instrument/ Facility name | Amount (Rs in Crores) | Rating |
| | 1 | Long term bank facilities | 7.00 | CARE BBB-; Stable (Triple B Minus; Outlook: Stable) |
| | 2 | Short-term Bank Facilities | 0.84 | CARE A3 (A Three) |
| | 3 | Long term / Short term bank facilities | 14.00 | CARE BBB-; Stable / CARE A3 (Triple B Minus; Outlook: Stable / A Three) |

8) OTHER DISCLOSURES:
a) Materially Significant Related Party Transactions:

There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, the management, subsidiaries, or relatives, except for those disclosed in the Board's Report. Detailed information on materially significant related party transactions is enclosed as **Annexure V** to the Board's Report. The Board has approved a policy for related party transaction which has been uploaded on the Company's website at the following link <https://compucom.co.in/mdocs-posts/policy-on-materiality-of-related-party-transactions-and-on-dealing-with-related-party-transactions/>

b) Policy for determining material subsidiaries

The company has formulated a Policy for determining material subsidiary in accordance with the provisions of regulation 16(1) (c) of the Listing Regulations. The policy is available on the weblink: <https://compucom.co.in/mdocs-posts/policy-for-determining-material-subsiidiary-2/>

c) Strictures or Penalties:

During the last three years 2022-23, 2023-24 and 2024-25 there were no non-compliances/ strictures or penalties imposed on the company either by the Securities and Exchange Board of India or Stock Exchange(s) or any other Statutory Authority for non-compliance of any matter related to Capital Markets.

d) Vigil Mechanism:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a vigil mechanism under which the employees, Directors and other stakeholders are free to report matters such as generic grievances, corruption, misconduct, fraud, misappropriation of assets and noncompliance of code of conduct to the Company. The policy safeguards the whistle blowers against victimization or grievances and also provides direct access to the chairperson of the Audit committee. During the year under review none of the personnel has been denied access to the Audit Committee under Vigil Mechanism and during this financial year the Company has not received any query regarding thereof.

The Vigil Mechanism is available on the weblink <https://compucom.co.in/mdocs-posts/vigil-mechanism-policy-3/>

e) Compliance with Mandatory and Other Recommendatory Requirements:

The Company has complied with all mandatory requirements of Regulation 27 and Regulation 34 of the Listing Regulations.

The Company also follows some discretionary requirements as per part E of schedule II of Listing Regulations, the Company is in the regime of unqualified financial statements by the auditors and the Internal Auditor directly reports to the Audit Committee of the Company.

f) Certification from Company Secretary in Practice:

M/s V. M. & Associates, Company Secretaries, has issued a certificate required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure-B** with the Corporate Governance Report.

g) Details of total fees paid to Statutory Auditors: The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/ network entity of which the statutory auditor is a part, are as follows:

(Rs. in Lakhs)

| Type of service | 2024-25 | 2023-24 |
|-----------------|-------------|-------------|
| Audit Fees | 4.32 | 3.98 |
| Other Services | 1.08 | 1.10 |
| Total | 5.40 | 5.08 |

Audit Fees include audit and audit related services.

h) Complaints pertaining to sexual harassment:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Details regarding the Internal Complaints Committee and complain received against sexual harassment is as follow: -

- Number of Complaints filed during the financial year: -NIL.
- Number of Complaints disposed of during the financial year: - NIL.
- Number of complaints pending as on end of the financial year: - NIL

i) Particulars of loans, guarantees and investments by company and its subsidiary.

Pursuant to the provisions of Section 186 of the Act, and Schedule V of the Listing Regulations, During the financial year, Investments made by Compucom Software Limited in its wholly owned subsidiaries i.e. CSL Infomedia Private Limited of Rs. 12.60 Cr. are provided in Note No. 06 of the Standalone Financial Statements provided in this Annual Report. There is no loan granted, and guarantee given by the Company in terms of Section 186 of the Act, read with the Rules issued there under.

j) Details of incorporation and appointment of Statutory Auditor of material subsidiaries:

CSL Infomedia Private Limited is an unlisted material wholly Owned Subsidiary Company of Compucom Software Limited which was incorporated on April 18, 2007, Jaipur Rajasthan. "M/s. S. Misra & Associates, Chartered Accountants Jaipur" appointed as a Statutory Auditor of the Subsidiary Company from 17th Annual General Meeting i.e. July 23, 2024, till conclusion of 22nd AGM which will be held in 2029.

k) Unclaimed Dividend

Section 124 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), mandates that companies transfer dividend that has remained unclaimed for a period of seven years from the date of transfer to unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the rules mandate that the shares on which dividend has not been paid or claimed for seven consecutive years, or more is also required to be transferred to the IEPF.

The Members of the Company who have not yet en-cashed their dividend warrant(s) for the F.Y. 2017-18 and onwards, may write to the Company/Registrar & Share Transfer Agent immediately.

During the year 2024-25, Rs. 1,55,346/- (Rupees One Lakh Fifty-Five Thousand Three Hundred Forty Six only) were transferred to IEPF.

DETAILS OF UNCLAIMED DIVIDEND AS ON MARCH 31, 2025

| Financial Year | Date of Declaration of Dividend | Total Dividend (Rs.) | Unclaimed Dividend (Rs.) | Due for transfer to IEPF |
|-------------------------------|---------------------------------|----------------------|--------------------------|--------------------------|
| 2017-18(Final) | 18-Sep-2018 | 79,12,518.80 | 1,16,159.00 | October, 2025 |
| 2018-19 (Final) | 05-Sep-2019 | 79,12,518.80 | 1,66,614.80 | October, 2026 |
| 2019-20(Final) | 23-Sep-2020 | 2,37,37,556.40 | 2,29,744.41 | October, 2027 |
| 2020-21(Final) | 15-Sep-2021 | 2,37,37,556.40 | 3,76,637.17 | October, 2028 |
| 2021-22(Final) | 24-Aug-2022 | 3,16,50,075.20 | 5,30,202.52 | September, 2029 |
| 2022-23 (Final) | 20-Sep-2023 | 3,16,50,075.20 | 1,57,900.59 | October, 2030 |
| 2024-25(Final) | 24-Aug-2024 | 3,16,50,075.20 | 1,81,148.80 | September, 2031 |
| Total Unclaimed Amount | | | 17,58,407.29 | |

In order to educate the shareholders and with an intent to protect their rights, the Company also sends regular reminders to shareholders to claim their unclaimed dividends / shares before it is transferred to IEPF. Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF, including all benefits accruing on such shares, if any, can be claimed from IEPF following the procedure prescribed in the Rules.

l) Shares transferred to IEPF:

During the year, the Company has transferred 37,805 (Thirty-Seven Thousand Eight Hundred and Five) shares to IEPF in accordance with IEPF rules due to dividends unclaimed for seven consecutive years. During the year, the Company did not receive any applications from shareholders for claiming shares in IEPF.

m) Management Discussion and Analysis:

A detailed report on Management Discussion and Analysis is given as an annexure in Board Report as **Annexure VII**. During the year, there have been no material financial and commercial transactions made by the management where they have personal interest that may have a potential conflict with the interest of the Company at large.

n) Disclosures of Compliance:

- o)** The Company has obtained a certificate from the Practicing Company Secretary Mr. V. M. & Associates regarding compliance with the conditions of Corporate Governance as stipulated in terms of Regulation 34(3) read with Schedule V of the SEBI Listing Regulations and enclosed as **Annexure IX** to the Board's Report.

Regulatory Orders:

There are no orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

p) Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up

capital is in aggregate with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

q) Financial Statements/Accounting Treatments:

In the preparation of Financial Statements, the Company has followed the Indian Accounting Standards. As required by Regulation 17(8) of the Listing Regulations the CEO and CFO have given Compliance Certificate on financial statements to the Board of Directors. Certificate of CEO and CFO is attached in the later section of this Annual Report attached as **Annexure X**

r) Board Disclosures – Risk Management:

The Company has laid down systems to inform the Board about the risk assessment and minimization procedures. The risks and the Company's mitigation strategies are periodically discussed and reviewed by Board of Directors to ensure effective controls.

s) Code of Conduct:

In compliance with the Listing Regulations and the Act, the Company has framed and adopted a code of conduct for Board and Senior Management ("the Code"). The Code is applicable to the members of the Board, the executive officers and all employees of the Company and its subsidiaries. The Code is available on our website, at <https://compucom.co.in/mdocs-posts/code-of-conduct-2/>

All members of the Board, the executive officers and senior officers have affirmed compliance to the Code as on March 31, 2025. A declaration to this effect, signed by the Chief Executive Officer and Managing Director is attached as **Annexure- C** with Corporate Governance Report.

t) Disclosure of agreements mentioned in Clause 5A of Para A of Part A of Schedule III:

There is no agreement entered into as mentioned in Clause 5A of Para A of Part A of Schedule III of Listing Regulations.

**For and on behalf of the Board of Directors
For Compucom Software Limited**

Sd/-

(Surendra Kumar Surana)

Chairperson, Managing Director & CEO
(DIN: -00340866)

Sd/-

(Vaibhav Suranaa)

Executive Director
(DIN: - 05244109)

Place: Jaipur

Date: August 07, 2025

Registered Office:

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

ANNEXURE A

DISTRIBUTION OF SHAREHOLDING AND DEMATERIALIZATION OF SHARES

TABLE I- DISTRIBUTION SCHEDULE AS ON MARCH 31, 2025

| Range -No. of Shares | No. of Shares held | No. of Folios | % Shares | % Holders |
|----------------------|--------------------|---------------|----------|-----------|
| Up to 500 | 2914318 | 29779 | 3.68 | 83.41 |
| 501-1000 | 2231204 | 2670 | 2.82 | 7.48 |
| 1001-2000 | 2692282 | 1762 | 3.40 | 4.94 |
| 2001-3000 | 1397466 | 535 | 1.77 | 1.50 |
| 3001-4000 | 815855 | 225 | 1.03 | 0.63 |
| 4001-5000 | 955727 | 202 | 1.21 | 0.57 |
| 5001-10,000 | 2280345 | 305 | 2.88 | 0.85 |
| 10001-50,000 | 3614973 | 191 | 4.57 | 0.54 |
| 50,001-1,00,000 | 859988 | 13 | 1.09 | 0.04 |
| Above 1,00,000 | 61363030 | 18 | 77.55 | 0.05 |
| Total | 79125188 | 35700 | 100.00 | 100.00 |

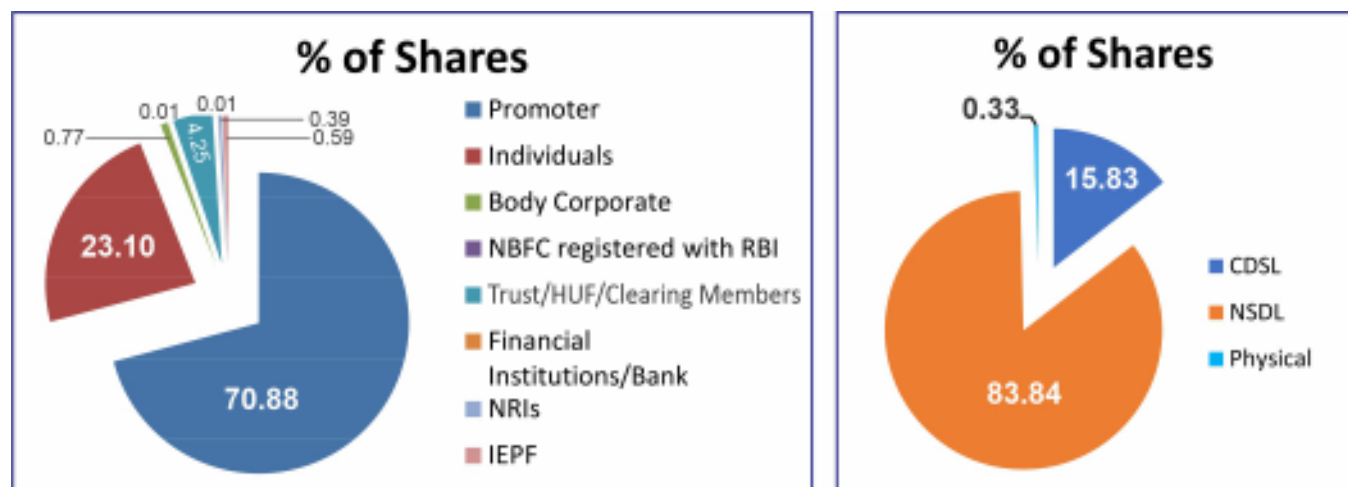
TABLE II- SHAREHOLDING PATTERN AS ON MARCH 31, 2025

| Particulars | No of shares | % of Shares |
|-----------------------------|-----------------|---------------|
| Promoter | 56084572 | 70.88 |
| Individuals | 18274240 | 23.10 |
| Body Corporate | 611881 | 0.77 |
| NBFC registered with RBI | 5000 | 0.01 |
| Trust/HUF/Clearing Members | 3363519 | 4.25 |
| Financial Institutions/Bank | 10503 | 0.01 |
| NRIs | 309104 | 0.39 |
| IEPF | 466369 | 0.59 |
| Total Shareholding | 79125188 | 100.00 |

TABLE III- DEMATERIALIZATION OF SHARES AS ON MARCH 31, 2025

| Particulars | No of shares | % of Shares |
|--------------|-----------------|---------------|
| CDSL | 12527166 | 15.83 |
| NSDL | 66337757 | 83.84 |
| Physical | 260265 | 0.33 |
| Total | 79125188 | 100.00 |

Shareholding Dematerialization Pattern as on shares March 31, 2025



For and on behalf of the Board of Directors
For Compucom Software Limited

Sd/-

(Surendra Kumar Surana)

Chairperson, Managing Director & CEO

(DIN: -00340866)

Place: Jaipur

Date: August 07, 2025

Registered Office:

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

Sd/-

(Vaibhav Suranaa)

Executive Director

(DIN: - 05244109)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of
The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members,
Compucom Software Limited
IT:-14-15, EPIP Sitapura
Jaipur-302022 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Compucom Software Limited** having **CIN: L72200RJ1995PLC009798** and having registered office at **IT:-14-15, EPIP Sitapura, Jaipur-302022 (Rajasthan)** (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr.No | Name of the Director | DIN |
|-------|--|----------|
| 1. | Mr. Surendra Kumar Surana | 00340866 |
| 2. | Mr. Vaibhav Suranaa | 05244109 |
| 3. | Mrs. Trishla Rampuria | 07224903 |
| 4. | Mr. Satya Narayan Vijayvergiya | 03185976 |
| 5. | Dr. Baldev Singh | 08333652 |
| 6. | Dr. Ashwini Kumar Sharma | 03185731 |
| 7. | Mrs. Sunita Garg | 10625487 |
| 8. | Mr. Ajay Kumar Surana | 01365819 |
| 9. | Mr. Satya Narayan Gupta (Ceased on 26.05.2024) | 07781599 |

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: May 27, 2025

For **V. M. & Associates**
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Priyanka Agarwal
Partner
Membership No.: FCS 11138
C P No.: 15021
UDIN: F011138G000457353

ANNEXURE C

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, hereby confirm and declare that in terms of Regulation 26 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel for the financial year 2024-25.

Place: Jaipur
Date: May 27, 2025,
Registered Office:
IT 14-15, EPIP, Sitapura
Jaipur - 302022 (Rajasthan)

For Compucom Software Limited
Sd/-
(Surendra Kumar Surana)
Chairperson, Managing Director & CEO
(DIN:- 00340866)

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CSL Infomedia Private Limited
IT-14-15, EPIP, Sitapura
Jaipur-302022 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CSL Infomedia Private Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2025 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not applicable to the Company during the Audit Period)**;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **(Not applicable to the Company during the Audit Period)**;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the Audit Period)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period)**;

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(Not applicable to the Company during the Audit Period)**.
- (vi) As confirmed by the management, following other laws are specifically applicable to the Company for which the Management has confirmed that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively:
 - (a) The Cable Television Networks (Regulation) Act, 1995
 - (b) Guidelines for Unlinking and downlinking of Satellite Television Channels in India, 2020
 - (c) Programme and Advertising Codes prescribed under the Cable Television Network Rules, 1994

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India ('ICSI');
- ii. The Listing Agreements entered into by the Company with Stock Exchange **(Not applicable to the Company during the Audit Period)**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has:

- (a) Increased the Authorized Share Capital of the Company from Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore and Fifty Lakhs) of Rs. 10/- (Rupees Ten Only) each to Rs. 17,00,00,000 (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore and Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 20,00,000 (Twenty Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each;
- (b) Issued and allotted 70,00,000 (Seventy Lakhs) equity shares aggregating to Rs. 12,60,00,000 (Rupees Twelve Crores Sixty Lakhs only) on private placement basis;

Place: Jaipur
Date: August 06, 2025

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Priyanka Agarwal
Partner
Membership No.: FCS 11138
C P No.: 15021
UDIN: F011138G000947205

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members,
CSL Infomedia Private Limited
IT-14-15, EPIP, Sitapura
Jaipur-302022 (Rajasthan)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: August 06, 2025

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Priyanka Agarwal
Partner
Membership No.: FCS 11138
C P No.: 15021
UDIN: F011138G000947205

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Compucom Software Limited
IT:-14-15, EPIP Sitapura
Jaipur-302022 (Rajasthan)

1. We have examined the compliance of conditions of Corporate Governance of **Compucom Software Limited** ("the **Company**") for the year ended on March 31, 2025 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "**SEBI Listing Regulations**"].

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.
5. We have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India ("ICSI").

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
7. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Jaipur
Date: July 15, 2025

For **V. M. & Associates**
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 5447 / 2024

CS Priyanka Agarwal
Partner
Membership No.: FCS 11138
C P No.: 15021
UDIN: F011138G000784053

COMPLIANCE CERTIFICATE

**Ref: Regulation 17(8) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,
The Board of Directors,
Compucom Software Limited,
IT 14-15, EPIP, Sitapura
Jaipur

We, Surendra Kumar Surana, Chairperson, Managing Director & Chief Executive Officer (CEO) and Sanjeev Nigam, Chief Financial Officer (CFO) of the Company hereby certify that:

- (A) We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2025, and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) To the best of our knowledge and belief, no transactions entered into by the Company during the Year ended on March 31, 2025, are fraudulent, illegal or violative of the Company's Code of Conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that have been taken to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee that there are no:
- (1) Significant changes in the internal control over financial reporting during the year;
 - (2) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware.

Sd/-

(Surendra Kumar Surana)

Chairperson, Managing Director & CEO
(DIN :- 00340866)

Sd/-

(Sanjeev Nigam)

Chief Financial Officer

Date: May 27, 2025

Place: Jaipur

Independent Auditor's Report

To
The Members of
Compucom Software Limited,
Jaipur

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Compucom Software Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31st March 2025, and the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit Matter | Auditor's Response |
|---|---|
| During the year the Company has made further investment in its wholly owned subsidiary namely CSL Infomedia Private Limited to the tune of Rs 1260.00 lacs including share premium through preferential allotment of equity shares. | <p>In order to review the transaction for making further investment in CSL Infomedia Private Limited, we have applied the following tests and procedures:-</p> <ul style="list-style-type: none"> • Checked that the recognition of investment in the books has been done at cost in line with the requirement of Ind AS-27. • Checked the Company's accounting policies relating to investment. • Checked the investment recognition by reviewing the supporting documents including valuation report of the underlying equity shares. • Checked the IND AS standalone financial statement disclosures with reference to the investment in subsidiary. |

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's and Board of Director's Responsibilities for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Management and Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
4. Conclude on the appropriateness of Management's and Board of Directors' use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the IND AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 1st April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" wherein we have expressed an unmodified opinion.
 - (h) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.
 - (i) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations as at 31st March 2025, on its financial position in its standalone financial statements. Refer Note 26 to the standalone financial statements.
- (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under Sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The final dividend paid by the Company during the year ended 31st March, 2025, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The board of directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- (vi) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Place: Jaipur
Date: May 27, 2025

FOR S.MISRA & ASSOCIATES
Chartered Accountants
FRN: 004972C

CA. Sachindra Misra
Partner
Membership No.-073776
UDIN: 25073776BMUICA8324

'Annexure A' to the Auditors Report

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date) on the Financial Statements for the year ended 31st March 2025 of Compucom Software Limited

- i. (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(ii) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The management during the year has physically verified the Property, Plant and Equipment and in our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use of assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under Benami Transactions (Prohibition) act, 1988, hence the rules specified thereunder does not apply.
- ii. (a) According to information and explanations given to us, the inventories were physically verified during the year by Management at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on verification between the physical stock and the book records that were more than 10% in aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of accounts of the Company. The Company has not been sanctioned any working capital limit from financial institutions.
- iii. During the year company has not made any investments, provided loans, advances in the nature of loans, stood guarantee and provided security to companies, firms, limited liability partnerships or any other parties except as stated below:

(Rs. in Lakhs)

| Nature of Transaction | Company | Amount |
|---|--|---------|
| Aggregate amount of investment made during the year | CSL Infomedia Private Limited (wholly owned subsidiary) | 1260.00 |

- (a) During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
- (b) According to the information and explanations given to us, the terms and conditions of the investment made are not prejudicial to the interest of the company.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any loan, guarantee and security as specified under Section 185 and 186 of The Act, 2013. In respect of investments made by the Company, in our opinion the provisions of Section 186 of The Act have been complied with.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year. Accordingly, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.

- vi. The maintenance of cost records has been prescribed by the Central Government under section 148(1) of the Act, for activity related to Wind Power Generation. According to the information and explanations given to us and on the basis of our examination thereof, we report that the Company is maintaining the prescribed cost records for Wind Power Segment.
- vii. (a) Undisputed Statutory Dues: According to the information and explanations given to us and on the basis of our examination of the record of the Company, undisputed statutory dues including provident fund, ESI, Income Tax, Value added tax, Goods and service tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.
- (b) Disputed statutory dues: Details of statutory dues which have not been deposited as at March 31st, 2025 on account of disputes are given below:

| Nature of dues | Period to which the amount relates | Forum where the Dispute is pending | Amount (Rs. in Lakhs) |
|-----------------------|---|---|----------------------------------|
| Income Tax | A.Y. 2011-12 | CIT Appeals | 46.07 |
| Income Tax | A.Y. 2012-13 | CIT Appeals | 319.18 |
| Income Tax | A.Y. 2017-18 | CIT Appeals | 1089.63 |
| Income Tax | A.Y. 2018-19 | CIT Appeals | 38.79 |
| Provident Fund | F.Y. 2014-15 | EPFO | 169.49 |
| Goods & Service Tax | F.Y. 2023-24 | Joint Commissioner, State Tax | 4.97 |

- viii. According to the information and explanations given to us and based on the documents and records produced before us, there are no such transactions which are not recorded in the books of account but have been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company is not declared a willful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us, there was no utilization of short-term funds for long-term purposes.
- (e) According to the information and explanations given to us, there were no funds obtained to meet obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, there were no funds obtained on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- (c) According to the information and explanations given to us, the Company has not received whistle blower complaints during the year.
- xii.** According to the information and explanations give to us and based on our opinion, the Company is not a Nidhi company, therefore provisions of clause (xii) of paragraph 3 of the order are not applicable.
- xiii.** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv.** (a) According to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were considered by the statutory auditor.
- xv.** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or persons connected with him, therefore provisions of section 192 of the companies Act, 2013 are not applicable.
- xvi.** The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- Further, based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii.** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii.** There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix.** In our opinion and according to the information and explanations given to us and based on the financial ratios, ageing and expected date of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx.** According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

Place: Jaipur
Date: May 27, 2025

FOR S.MISRA & ASSOCIATES
Chartered Accountants
FRN: 004972C

CA. Sachindra Misra
Partner
Membership No.-073776
UDIN: 25073776BMUICA8324

‘Annexure B’ to the Independent Auditors Report

“(referred to in paragraph 2(F) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date) on the Standalone Financial Statements for the year ended March 31st, 2025 of Compucom Software Limited.

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls over financial reporting of Compucom Software limited (‘the Company’) as of March 31st, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance note on audit of internal financial controls over financial reporting issued by the Institute of chartered accountants of India.

Place: Jaipur

Date: May 27, 2025

FOR S.MISRA & ASSOCIATES

Chartered Accountants

FRN: 004972C

CA. Sachindra Misra

Partner

Membership No.-073776

UDIN: 25073776BMUICA8324

STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

(Rs. in Lakhs)

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024 |
|--|-------|-------------------------|-------------------------|
| I ASSETS | | | |
| A. Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 4 | 1,846.97 | 2,468.65 |
| (b) Capital Work-in-Progress | 4 | 2,294.22 | 1,675.56 |
| (c) Investment property | 4A | 33.56 | 34.42 |
| (d) Intangible Assets | 5 | 19.49 | 22.53 |
| (e) Financial Assets | | | |
| (i) Investments | 6 | 2,566.19 | 1,305.27 |
| (ii) Trade Receivables | 9 | 446.61 | 446.61 |
| (iii) Other Financial Asset | 7 | 1,343.41 | 98.70 |
| (f) Deferred Tax Assets (Net) | | 113.48 | 51.01 |
| (g) Non current tax assets | | 656.70 | 902.61 |
| (h) Other Non-Current Assets | 8 | 182.30 | 252.12 |
| Total Non-current assets | | 9,502.93 | 7,257.48 |
| B. Current Assets | | | |
| (a) Inventories | | - | 17.78 |
| (b) Financial Assets | | | |
| (ii) Trade Receivables | 9 | 3,909.40 | 6,955.75 |
| (iii) Cash and Cash Equivalents | 10 | 182.51 | 63.58 |
| (iv) Other bank Balances other than(iii) above | 11 | 4,199.57 | 4,673.99 |
| (v) Others Financial Assets | 7 | 104.32 | 91.75 |
| (c) Current Tax Assets | | 355.50 | 378.10 |
| (d) Other Current Assets | 8 | 520.79 | 515.74 |
| Total Current assets | | 9,272.09 | 12,696.69 |
| TOTAL ASSETS | | 18,775.02 | 19,954.17 |
| II EQUITY AND LIABILITIES | | | |
| A. Equity | | | |
| (a) Equity Share Capital | 12 | 1,582.50 | 1,582.50 |
| (b) Other Equity | | 12,423.66 | 12,508.10 |
| Total equity | | 14,006.16 | 14,090.60 |
| Liabilities | | | |
| B. Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 13 | 1,502.63 | 0.08 |
| (ii) Trade Payables - dues of creditors other than micro enterprises and small enterprises | 14 | 577.03 | 577.03 |
| (iii) Other Financial Liabilities | 15 | 199.45 | 91.17 |
| (b) Provisions | 16 | 92.91 | 73.89 |
| (c) Deferred Tax Liabilities | | - | - |
| (d) Other Non-Current Liabilities | | - | - |
| Total Non Current liabilities | | 2,372.02 | 742.17 |
| C. Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 13 | 1,458.45 | 3,863.52 |
| (ii) Trade Payables | 14 | | |
| A) Total outstanding dues of micro enterprises and small enterprises | | 37.10 | - |
| B) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 27.79 | 147.16 |
| (iii) Other Financial Liabilities | 15 | 544.15 | 636.57 |
| (b) Other Current Liabilities | 17 | 15.68 | 85.77 |
| (c) Provisions | 16 | 158.86 | 175.98 |
| (d) Current Tax Liabilities | | 154.81 | 212.40 |
| Total Current liabilities | | 2,396.84 | 5,121.40 |
| TOTAL EQUITY AND LIABILITIES | | 18,775.02 | 19,954.17 |

See accompanying notes to financial statements

1 to 34

As per our report of even date.

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICA8324

Place : Jaipur

Date : May 27, 2025

Sd/-

Surendra Kumar Surana

Managing Director

DIN: 00340866

Sd/-

Vaibhav Surana

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

For and on behalf of Board of Directors
For Compucom Software Limited

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Rs. in Lakhs)

| Particulars | Notes | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|-------|--------------------------------------|--------------------------------------|
| Revenue from Operations | 18 | 2,920.89 | 6,381.29 |
| Other Income | 19 | 523.77 | 368.87 |
| TOTAL INCOME | | 3,444.66 | 6,750.16 |
| Expenses: | | | |
| Purchases of Stock-in-Trade | | - | 3,040.65 |
| Changes in inventories of finished goods work-in-progress and Stock-in-Trade | 20 | 17.78 | (10.83) |
| Employee Benefits Expenses | 21 | 452.88 | 606.86 |
| Finance Costs | 22 | 379.55 | 213.09 |
| Depreciation and Amortization Expenses | 23 | 591.95 | 616.00 |
| Learning Solution Execution Expenses | | 1,330.94 | 1,174.48 |
| Other Expenses | 24 | 343.40 | 462.21 |
| TOTAL EXPENSES | | 3,116.50 | 6,102.46 |
| Profit before exceptional items and tax | | 328.16 | 647.70 |
| Exceptional Items | | - | - |
| Profit before extraordinary items and tax | | 328.16 | 647.70 |
| Extraordinary items | | - | - |
| Profit before tax | | 328.16 | 647.70 |
| Tax Expenses: | | | |
| (1) For Current tax | | 154.81 | 212.40 |
| (2) For Deferred tax | | (63.69) | (16.26) |
| (3) Tax expense relating to earlier years | | 8.16 | (22.38) |
| Profit (Loss) for the period from Continuing Operations | | 228.88 | 473.94 |
| Profit/(loss) from Discontinuing Operations | | - | - |
| Tax Expense of Discontinuing Operations | | - | - |
| Profit/(Loss) from Discontinuing Operations (after tax) | | - | - |
| Profit/(Loss) for the year | | 228.88 | 473.94 |
| Other Comprehensive Income | | | |
| (A) (i) Items that will not be reclassified to profit or loss | | 4.40 | 151.01 |
| (ii) Income Tax relating to items that will not be reclassified to profit or loss | | (1.22) | (43.97) |
| (B) (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income Tax relating to items that will be reclassified to profit or loss | | - | - |
| Total Other Comprehensive Income | | 3.18 | 107.04 |
| Total Comprehensive Income | | 232.06 | 580.98 |
| Earnings Per Equity Share (In Rs.) | | | |
| (1) Basic | 25 | 0.29 | 0.60 |
| (2) Diluted | 25 | 0.29 | 0.60 |

See accompanying notes to financial statements

1 to 34

As per our report of even date.

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICA8324

Place : Jaipur

Date : May 27, 2025

Sd/-

Surendra Kumar Surana

Managing Director

DIN: 00340866

Sd/-

Vaibhav Suranaa

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

For and on behalf of Board of Directors
For Compucum Software Limited

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(Rs. in Lakhs)

| Particulars | Notes | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|--|-------|--------------------------------------|--------------------------------------|
| (I) Cash Flow from Operating Activities | | | |
| Profit Before Tax | | 328.16 | 647.70 |
| Adjustment to reconcile profit to net cash provided by operating activities | | | |
| Interest expenses | 22 | 365.10 | 190.49 |
| Interest Income | 19 | (379.88) | (323.15) |
| Rental income | | (32.15) | (25.59) |
| Depreciation | 23 | 591.95 | 616.00 |
| Provision for gratuity | 16 | 23.08 | 29.78 |
| Profit on sale of property, plants & equipments | | (34.48) | - |
| Net gain on Investments | | (0.92) | (2.20) |
| Operating Profit before Working Capital Changes | | 860.86 | 1,133.03 |
| Trade Receivables | 9 | 3,046.35 | (4,151.96) |
| Inventories | 20 | 17.78 | (10.83) |
| Other Financial Assets & other Assets | | 320.71 | 314.91 |
| Trade Payable | | (82.28) | 32.95 |
| Other Financial Liabilities, other liabilities & provisions | | (70.99) | (581.05) |
| Cash Generated from Operations | | 4,092.43 | (3,262.95) |
| Income Tax Paid | | (220.56) | (187.32) |
| Net Cash Flow from Operations | | 3,871.87 | (3,450.27) |
| (II) Cash Flow from Investing Activities | | | |
| Interest Income | 19 | 379.88 | 323.15 |
| Purchase of property, plants & equipments | 4,5 | (630.56) | (436.13) |
| Rental income | | 32.15 | 25.59 |
| Proceed from sale of property, plants & equipments | | 80.00 | - |
| Sale of investment | | - | 19.87 |
| Purchase of investment | | (1,260.00) | (846.45) |
| Bank Deposit placed (Net) | | (770.29) | (1,670.25) |
| Net Cash flow From Investing Activities | | (2,168.82) | (2,584.22) |
| (III) Cash Flows from Financing Activities | | | |
| Interest expenses | 22 | (365.10) | (190.49) |
| Borrowings (Non Current & Current) | | (902.52) | 3,759.21 |
| Dividend Paid | | (316.50) | (316.50) |
| Net Cash Flow From Financing Activities | | (1,584.12) | 3,252.22 |
| Total Increase/(Decrease) in Cash and Cash Equivalents | | 118.93 | (2,782.27) |
| Cash and Cash Equivalents at the beginning of the year | | 63.58 | 2,845.85 |
| Cash and Cash Equivalents at the end of the year | | 182.51 | 63.58 |

See accompanying notes to financial statements

1 to 34

As per our report of even date.

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICA8324

Place : Jaipur

Date : May 27, 2025

Sd/-

Surendra Kumar Surana

Managing Director

DIN: 00340866

For and on behalf of Board of Directors

For Compucom Software Limited

Sd/-

Vaibhav Suranaa

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A. EQUITY SHARE CAPITAL

| Equity shares of Rs. 2 each issued, subscribed and fully paid | Numbers of shares (in Lakhs) | Amount (Rs. in Lakhs) |
|---|------------------------------|-----------------------|
| As at April 01, 2023, March 31, 2024 and March 31, 2025 | 791.25 | 1582.50 |

B. OTHER EQUITY

(Rs. in Lakhs)

| Particulars | Equity share Capital | Reserve and surplus | | | | Other Comprehensive Income (Remeasurement of the net defined benefit liability/asset) | Total |
|--|----------------------|-----------------------------|-----------------|-----------------|------------------|---|-----------|
| | | Securities Premium Reserves | General Reserve | Capital Reserve | Retained Earning | | |
| Balance as at the end of the year March 31, 2023 | 1,582.50 | 1,352.97 | 1,484.79 | 209.22 | 9,131.17 | 65.48 | 13,826.12 |
| Profit for the year | - | - | - | - | 473.94 | - | 473.94 |
| Remeasurement of the net defined benefit liability / asset | - | - | - | - | - | 107.04 | 107.04 |
| Dividends | - | - | - | - | (316.50) | - | (316.50) |
| Balance as at the end of the year March 31, 2024 | 1,582.50 | 1,352.97 | 1,484.79 | 209.22 | 9,288.62 | 172.52 | 14,090.60 |
| Profit for the year | - | - | - | - | 228.88 | - | 228.88 |
| Remeasurement of the net defined benefit liability / asset | - | - | - | - | - | 3.18 | 3.18 |
| Dividends | - | - | - | - | (316.50) | - | (316.50) |
| Balance as at the end of the year March 31, 2025 | 1,582.50 | 1,352.97 | 1,484.79 | 209.22 | 9,201.00 | 175.70 | 14,006.16 |

See accompanying notes to financial statements.

1 to 34

As per our report of even date.

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICA8324

Place : Jaipur

Date : May 27, 2025

For and on behalf of Board of Directors

For Compucom Software Limited

Sd/-

Vaibhav Surana

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2025

NOTE 1

CORPORATE INFORMATION

Compucom Software Limited ('the Company') operates in areas like E-Governance Projects, ICT Education Projects, Software Design & Development, Learning Solutions, IT Training, Skilling and Placement activities, Wind Power Generation and Hospitality sector etc.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Jaipur, Rajasthan, India. The Company has its listings on the BSE Limited and National Stock Exchange of India Limited and Calcutta stock exchange.

The financial statements are approved for issue by the Company's Board of Directors in its meeting held on May 27, 2025.

NOTE 2

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

A. Basis of preparation

These financial statements are prepared on a going concern basis, in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for financial instruments which are measured at fair values and the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS is prescribed under Section 133 of the Act, read with relevant rule of the Companies (Indian Accounting Standards) Rules, 2015, as amended time to time. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. Use of estimates, assumption and judgments

(a) Use of estimates:

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the standalone financial statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised, and future periods are affected.

(b) Significant Judgment Contingencies:

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain, the claims are disclosed as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. While considering the possible, probable and remote analysis of taxation, legal and other claims, there is always a certain degree of judgment involved pertaining to the application of the legislation which in certain cases is supported by views of tax experts and/or earlier precedents in similar matters. Although there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position or profitability.

NOTE 3

SIGNIFICANT ACCOUNTING POLICIES

A. Fair value measurement

The Company measures financial instruments, such as, investment in securities and other assets wherever necessary at fair value at balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the market conditions and risks existing at each reporting period date. The methods used to determine fair value include available quoted market process and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

For financial assets and liabilities maturing within one year from balance sheet date which is not carried at fair value, the carrying amount of such asset and liabilities were carried at amortized cost.

B. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

Expected to be realized or intended to be sold or consumed in normal operating cycle,

- Held primarily for the purpose of trading,
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period,

All other assets are classified as non-current.

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non- current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Some line items presented in the financial statements have been reclassified under different heads and sub heads to encourage appropriate disclosure of information contained, beginning from the earliest period presented in the financial statements.

C. Functional and presentation currency

The financial statements are prepared in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lacs.

D. Revenue recognition

1. Revenue from operations: -

- The Company earns revenue primarily from E-Governance Projects, ICT Education Projects, Software Design & Development, Learning Solutions & IT Training including Skilling and Placement activities, Wind Power Generation, Hospitality Sector etc.
- Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.
- Revenue from contracts which are on time and material basis are recognized when services are rendered, and related costs are incurred.
- Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- Revenue from sale of power is recognized on the basis of actual units generated and transmitted to the purchaser.
- Revenue from the sale of hardware and goods is recognized at the point in time when control is transferred to the customer.

- In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.
- Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognized at the point in time when the system or software is delivered to the customer. In cases where implementation or customization services rendered significantly modifies or customizes the software, these services and software are accounted for as a single performance obligation and revenue is recognized over time on a POC method.
- Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

2. Dividend: - (Ind AS 109 5.7.1A Additional lines not added)

Dividend income is recognized in the statement of profit and loss only when

- the entity's right to receive payment of the dividend is established;
- it is probable that the economic benefits associated with the dividend will flow to the entity; and
- the amount of the dividend can be measured reliably.

3. Interest income: -

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, with reference to the principal outstanding and at the effective interest rate applicable.

E. Property, plant and equipment

1. Property, plant and equipment at office and at site

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation. The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Statement of Profit and Loss in the period in which the costs are incurred.

Major inspection and overhaul expenditure is capitalized.

Major machinery spares parts are capitalized when they meet the definition of Property, Plant and Equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in the Statement of Profit and Loss.

Assets held for sale are carried at lower of their carrying value or fair value less cost to sell.

2. Capital work in progress (CWIP)

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by the management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized in CWIP until the period of commissioning has been completed and the asset is ready for its intended use to the extent commissioned. Advances given towards acquisition of fixed assets are not classified as Capital work in progress but as non-current assets.

3. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property and other equipment has been provided on the straight-line method.

Based on technical evaluation, the management believes that the useful lives as given below best represent the period over which the management expects to use the asset.

| Assets | Useful life in years |
|---|-----------------------------|
| RCC buildings | 60 |
| Solar Power Equipment | 15 |
| Computers and data processing equipment | 3 |
| Wind Mill Equipment | 22 |
| Machinery | 15 |
| Office equipment | 5 |
| Furniture and fixtures | 10 |
| Vehicles | 8 |
| Copyright and trademark | 10 |

The useful lives of the above assets are in line with the useful lives as prescribed under Part C of schedule II of the Companies Act, 2013, The management believes that these estimated useful lives are realistic and reflect fair apportionment of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

F. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortized over their estimated useful life. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

G. Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs than an entity incurs in connection with the borrowings of the funds.

H. Impairment of non-financial assets

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of Assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

I. Financial instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

1. Initial Recognition and Measurement-Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

2. Classification and Subsequent Measurement: Financial Assets.

The Company classifies financial assets as subsequently measured at amortized cost, fair value through Other Comprehensive Income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

the entity's business model for managing the financial assets and

the contractual cash flow characteristics of the financial asset.

a) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if following both of the conditions are met:

- It is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if both of the following conditions are met:

- The financial assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling of financial asset and
- The contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

d) Impairment of Financial Assets:

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition, an amount of reasonable provision is measured and recognized as loss of allowance on the basis of historical experience and internal technical analysis. The classification of trade receivables in terms of expected realization has been done by the management based on the past experience of the management.

Classification and Subsequent measurement: Financial Liabilities

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

e) Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognized in the Statement of Profit and Loss.

f) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

g) Derecognition of Financial Assets and Financial Liabilities:

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognized on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

h) Investment in Subsidiaries:

Investment in subsidiaries is carried at cost in the financial statements.

i) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

j) Derivative financial instruments and hedge accounting

The company currently did not have any derivative financial instruments nor there any hedging contract outstanding at the balance sheet date.

k) Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and short-term money market deposits having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, are considered an integral part of the Company's cash management.

J. Inventories

Inventories are valued at the lower of cost and net realizable value. Net realizable value is determined based on estimated selling price, less further costs expected to be incurred to completion and disposal.

K. Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their nature. The costs of the Company are broadly categorized into employee benefit expenses, Learning Solution Execution Expenses, Finance Costs, depreciation and amortization and other expenses. Employee benefit expenses include salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Other expenses mainly include fees to external consultancy expenses, travel expenses, communication expenses, bad debts and advances written off, Rent and Facility Support, Insurance expenses and other expenses. Other expenses is an aggregation of costs which are individually not material such as News Paper & Magazines, Demat Expenses, Postage & Telegram, entertainment, etc.

L. Taxation

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

1. Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

2. Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

M. Retirement and other Employee benefit schemes

1. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

2. Post-Employment Benefits

a) Defined Contribution Plan (Provident Fund & ESIC)

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

b) Defined Benefit Plans (Gratuity)

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation. The gratuity is paid @15 days basic salary for every completed year of service as per the Payment of Gratuity Act, 1972. The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities. The liability in respect of gratuity and other post-employment benefits is calculated using the

Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Remeasurements gains and losses arising from adjustments and changes in actuarial assumptions are recognized in the period in which they occur in Other Comprehensive Income.

3. The code on social security 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labor and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stake holders which are under active consideration by the Ministry. The Company and its Indian subsidiaries will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

N. Provisions and Contingent liabilities

1. General

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre- tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements.

2. Restoration, expenses and handover costs:

Provision is made for costs associated with restoration, expenses & handover of projects as soon as the obligation to incur such costs arises. Such costs are on estimate basis and they are normally incurred as and when the event probable to the outflow of economic benefits takes shape. The costs are estimated on the basis of various reports and estimates made by the competent personnel present and the sites and after due verification and also are based on the amounts as prescribed in the contracts entered on earlier. The provision made for various expenses has been estimated to such extent as required to settle the obligations. The management estimates that the settlement of the provisions will be done in current year and hence no discounting is necessary.

O. Foreign currency translation

The functional currency for the Company is determined as the currency of the primary economic environment in which it operates. For the Company, the functional currency is the local currency of the country in which it operates, which is Indian Rupee.

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the Statement of Profit and Loss.

Transactions Relating to Foreign Exchange Earnings & Outgo are specified below: -

(Rs. in Lakhs)

| Particulars | F.Y 2024-25 | F.Y 2023-24 |
|----------------------|-------------|-------------|
| FOB Value of exports | 9.91 | 68.28 |
| Other Income | 4.13 | 1.54 |

P. Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

Q. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer i.e. CEO. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses". It is practically not possible for the company to ascertain segmental assets and liabilities due to the location and swap use of assets and some liabilities despite management's constant effort.

R. Cash dividend to equity shareholders of the Company

The Company recognizes a liability to make distribution to equity shareholders of the Company when the distribution is authorized and it is no longer at the discretion of the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholders' approval. Dividends are paid in Indian Rupees.

Dividend Remitted in Foreign Currency: -

| | | |
|---------------------------|-------------|-------------|
| Paid In Financial Year | F.Y 2024-25 | F.Y 2023-24 |
| Related to Financial Year | F.Y 2023-24 | F.Y 2022-23 |
| Dividend Paid | - | 7,600 |
| No. of Shareholders | - | 2 |
| No. of Shares | - | 24,000 |

S. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Note 04: PROPERTY, PLANT AND EQUIPMENT

(Rs. in Lakhs)

| Particulars | Freehold land | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Power Plants | Total |
|----------------------------------|---------------|-----------|---------------------|------------------------|----------|--------------|----------|
| Cost | | | | | | | |
| At Cost as at April 1,2023 | 170.34 | 278.17 | 3,420.76 | 371.11 | 118.91 | 1,722.64 | 6,081.93 |
| Additions | - | 300.29 | 46.84 | 13.64 | - | 18.37 | 379.15 |
| Disposals/ adjustments | - | - | 73.57 | - | - | - | 73.57 |
| As at March 31, 2024 | 170.34 | 578.46 | 3,394.03 | 384.75 | 118.91 | 1,741.01 | 6,387.51 |
| Additions | - | - | 11.29 | 0.61 | - | - | 11.90 |
| Disposals/ adjustments | - | - | - | - | - | 579.00 | 579.00 |
| As at March 31, 2025 | 170.34 | 578.46 | 3,405.32 | 385.36 | 118.91 | 1,162.01 | 5,820.41 |
| Accumulated depreciation | | | | | | | |
| As at April 1, 2021 | - | 85.96 | 989.58 | 78.18 | 76.12 | 1,162.58 | 2,392.42 |
| Depreciation charge for the year | - | 4.39 | 206.49 | 22.79 | 4.83 | 76.77 | 315.27 |
| Disposals/ adjustments | - | - | - | - | - | - | - |
| As at April 1, 2022 | - | 90.35 | 1,196.07 | 100.97 | 80.95 | 1,239.35 | 2,707.69 |
| Depreciation charge for the year | - | 4.39 | 527.57 | 59.10 | 4.84 | 76.76 | 672.66 |
| Disposals/ adjustments | - | - | - | - | - | - | - |
| As at April 1, 2023 | - | 94.74 | 1,723.64 | 160.07 | 85.79 | 1,316.11 | 3,380.35 |
| Depreciation charge for the year | - | 6.38 | 468.74 | 53.85 | 6.35 | 76.77 | 612.08 |
| Disposals/ adjustments | - | - | 73.57 | - | - | - | 73.57 |
| As at March 31, 2024 | - | 101.12 | 2,118.81 | 213.92 | 92.14 | 1,392.88 | 3,918.86 |
| Depreciation charge for the year | - | 9.15 | 457.00 | 53.58 | 5.62 | 62.69 | 588.04 |
| Disposals/ adjustments | - | - | - | - | - | 533.48 | 533.48 |
| As at March 31, 2025 | - | 110.27 | 2,575.81 | 267.50 | 97.76 | 922.09 | 3,973.42 |
| Net Book Value | | | | | | | |
| As at March 31, 2024 | 170.34 | 477.34 | 1,275.22 | 170.83 | 26.77 | 348.14 | 2,468.65 |
| As at March 31, 2025 | 170.34 | 468.19 | 829.51 | 117.86 | 21.15 | 239.93 | 1,846.97 |

Notes:-

The Company has no such immovable properties whose title deeds are not held in the name of the company. The company has not revalued its property, plant and equipment.

CAPITAL WORK IN PROGRESS

(Rs. In Lakhs)

| Carrying amount of Capital work in progress | As at March 31, 2025 | As at March 31, 2024 | As at April 1, 2023 |
|---|----------------------|----------------------|---------------------|
| Hotel | 2,121.00 | 1,671.12 | 1,615.11 |
| Cold Storage | 173.22 | 4.44 | 3.48 |
| Total | 2,294.22 | 1,675.56 | 1,618.59 |

Capital work in progress (CWIP) ageing schedule for the years ended as on March 31, 2025 and March 31, 2024 is as follows:

(Rs. In Lakhs)

| CWIP | Amount in CWIP for a period of | | | | |
|-----------------------------|--------------------------------|---------------|---------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31 March, 2025 | | | | | |
| Projects in progress | | | | | |
| Hotel | 449.88 | 56.01 | 257.49 | 1,357.61 | 2,121.00 |
| Cold Storage | 168.77 | 0.97 | 3.48 | - | 173.22 |
| Total | 618.65 | 56.98 | 260.97 | 1,357.61 | 2,294.22 |
| As at 31 March,2024 | | | | | |
| Projects in progress | | | | | |
| Hotel | 56.01 | 257.49 | 186.27 | 1,171.34 | 1,671.12 |
| Cold Storage | 0.97 | 3.48 | - | - | 4.44 |
| Total | 56.98 | 260.97 | 186.27 | 1,171.34 | 1,675.56 |

NOTE 4A INVESTMENT PROPERTY

(Rs. In Lakhs)

| Particulars | 2024-25 | 2023-24 |
|----------------------------------|---------|---------|
| Cost | | |
| Opening Balance | 55.05 | 55.05 |
| Additions | - | - |
| Disposals/ adjustments | - | - |
| Closing Balance | 55.05 | 55.05 |
| Accumulated depreciation | | |
| Opening Balance | 20.63 | 19.75 |
| Depreciation charge for the year | 0.88 | 0.88 |
| Disposals/ adjustments | - | - |
| Closing Balance | 21.51 | 20.63 |
| Net Book Value | | |
| Opening Balance | 34.42 | 35.30 |
| Closing Balance | 33.56 | 34.42 |

Fair value of investment property as at 31st march 2025 is Rs. 182.32 lacs.

NOTE 5 INTANGIBLE ASSETS

(Rs. In Lakhs)

| Particulars | Computer Software | Marketing rights | Others | Total |
|-----------------------|-------------------|------------------|--------|--------|
| Cost | | | | |
| As at April 1, 2023 | 169.21 | 80.21 | 30.40 | 279.82 |
| Additions | - | - | - | - |
| Disposals/Adjustments | - | - | - | - |
| As at March 31, 2024 | 169.21 | 80.21 | 30.40 | 279.82 |
| Additions | - | - | - | - |
| Disposals/Adjustments | - | - | - | - |
| As at March 31, 2025 | 169.21 | 80.21 | 30.40 | 279.82 |
| Amortization | | | | - |
| As at April 1, 2021 | 169.21 | 80.21 | 1.44 | 250.86 |
| Charge for the year | - | - | 0.35 | 0.35 |
| As at April 1, 2022 | 169.21 | 80.21 | 1.79 | 251.21 |
| Charge for the year | - | - | 3.04 | 3.04 |
| Disposals/Adjustments | - | - | - | - |
| As at April 1, 2023 | 169.21 | 80.21 | 4.83 | 254.25 |
| Charge for the year | - | - | 3.04 | 3.04 |
| Disposals/Adjustments | - | - | - | - |
| As at March 31, 2024 | 169.21 | 80.21 | 7.87 | 257.29 |
| Charge for the year | - | - | 3.04 | 3.04 |
| Disposals/Adjustments | - | - | - | - |
| As at March 31, 2025 | 169.21 | 80.21 | 10.91 | 260.33 |
| Net Book Value | | | | - |
| As at March 31, 2024 | - | - | 22.53 | 22.53 |
| As at March 31, 2025 | - | - | 19.49 | 19.49 |

NOTE 6 INVESTMENTS

(Rs.In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Financial assets measured at fair value through profit and loss | | |
| Investment in mutual funds-quoted | 0.78 | 0.43 |
| Investment in equity instruments-quoted | 3.96 | 3.39 |
| Total (a) | 4.74 | 3.82 |
| Investments measured at cost | | |
| Investments in subsidiaries | | |
| (i) CSL Infomedia Private Limited | 2,561.45 | 1,301.45 |
| Total (b) | 2,561.45 | 1,301.45 |
| Total (a+ b) | 2,566.19 | 1,305.27 |
| Aggregate amount of quoted investment | 4.74 | 3.82 |
| Market value of quoted investment | 4.74 | 3.82 |

NOTE 7 OTHER FINANCIAL ASSETS
Non-current

| | | |
|--|-----------------|--------------|
| Investment in Term Deposit having maturity more than 12 months | 1,343.41 | 98.70 |
| Total | 1,343.41 | 98.70 |

Current

| | | |
|------------------------------|---------------|--------------|
| Interest accrued but not due | 104.32 | 91.75 |
| Total | 104.32 | 91.75 |

NOTE 8 OTHER ASSETS
Non-current
Unsecured, considered good

| | | |
|-------------------|---------------|---------------|
| Capital advances | 109.74 | 151.56 |
| Security deposits | 72.56 | 100.56 |
| Total | 182.30 | 252.12 |

Current
Unsecured, considered good

| | | |
|---|---------------|---------------|
| Advances for supply of goods and services | 74.58 | 83.50 |
| Prepaid expenses | 27.76 | 36.36 |
| Accrued income | 65.27 | 43.61 |
| Advances to employees | 18.46 | 47.67 |
| Advances against Government Dues | 62.67 | - |
| Deferred revenue expenses | 272.05 | 304.60 |
| Total | 520.79 | 515.74 |

NOTE 9 TRADE RECEIVABLES
Non-current

| | | |
|----------------------------|---------------|---------------|
| Unsecured, considered good | 446.61 | 446.61 |
| Total | 446.61 | 446.61 |

Current

| | | |
|----------------------------|-----------------|-----------------|
| Unsecured, considered good | 3,909.40 | 6,955.75 |
| Total | 3,909.40 | 6,955.75 |

- Trade receivables ageing schedule for the years ended as on March 31, 2025 and March 31, 2024 is as follows:

(Rs.In Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|------------------|-----------------|---------------|-------------------|-----------------|
| | Less than 6 months | 6 months- 1 year | 1-2 years | 2-3 years | More than 3 years | |
| As at 31 March, 2025 | | | | | | |
| Current | | | | | | |
| Undisputed trade receivables - considered good | 1,019.98 | 150.46 | 1,489.52 | 173.78 | 1,075.66 | 3,909.40 |
| Disputed trade receivables - considered good | - | - | - | - | - | - |
| Non-current | | | | | | |
| Disputed trade receivable - considered good | | | | | 446.61 | 446.61 |
| Total | 1,019.98 | 150.46 | 1,489.52 | 173.78 | 1,522.27 | 4,356.01 |
| As at 31 March, 2024 | | | | | | |
| Current | | | | | | |
| Undisputed trade receivables - considered good | 3,086.93 | 2,526.45 | 139.86 | 162.95 | 1,039.55 | 6,955.75 |
| Disputed trade receivables - considered good | - | - | - | - | - | - |
| Non-current | | | | | | |
| Disputed trade receivable - considered good | - | - | - | - | 446.61 | 446.61 |
| Total | 3,086.93 | 2,526.45 | 139.86 | 162.95 | 1,486.16 | 7,402.35 |

Note :-

Trade Receivables of Rs.446.61 lacs (previous year 446.61 lacs) shown under non-current trade receivable (Shown in the Balance Sheet under Non-Current Assets) relate to the Board of Secondary Education, Rajasthan (BSER) Project and are outstanding for more than 10 years. In respect of these receivables the Company was in the Arbitration Proceedings as directed by The Honorable Rajasthan High Court on a plea filed by the Company. The arbitration proceeding was decided in favour of the company. The BSER then preferred an appeal with the Commercial Court. The Commercial Court has rejected the appeal of BSER. The BSER filed an appeal with Honorable Rajasthan High Court, against the order of Honorable Commercial Court. The Company filed its objections before the Rajasthan High Court. The Rajasthan High Court in its order dated 4.01.22 stayed the order of Commercial Court with the condition that 50% of the amount as decreed by the Commercial court shall be deposited by BSER with the Commercial Court and the company shall be at liberty to withdraw that amount on the condition that if BSER succeeds in the appeal the amount shall be refunded by the company with 9% interest p.a. Accordingly the company was paid a sum of Rs. 396.44 lacs during the financial year 2021-22, and the remaining amount of Rs. 446.61 lacs is shown above.

NOTE 10 CASH AND CASH EQUIVALENTS

(Rs.In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| Balances with banks in current and deposit accounts | 175.40 | 52.39 |
| Cheques, drafts on hand | 0.62 | 0.48 |
| Cash on hand | 6.49 | 10.71 |
| Total | 182.51 | 63.58 |

NOTE 11 OTHER BANK BALANCES

Investment in Term Deposits (with original maturity of more than 3 months but less than 12 months)

Earmarked unpaid dividend accounts

| | | |
|--------------|-----------------|-----------------|
| | 4,181.99 | 4,656.66 |
| | 17.58 | 17.33 |
| Total | 4,199.57 | 4,673.99 |

NOTE 12 EQUITY SHARE CAPITAL

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| A. Authorized equity share capital | | |
| Equity share of Rs. 2 each | 2,000.00 | 2,000.00 |
| No. of shares (In Lakhs) | 1,000.00 | 1,000.00 |
| B. Issued, subscribed and paid up | | |
| Equity share of Rs. 2 each | 1,582.50 | 1,582.50 |
| No. of shares (In Lakhs) | 791.25 | 791.25 |
| C. Details of shareholders holding more than 5% shares in the company | | |
| Rishab Infotech Private Limited | | |
| No. of shares (In Lakhs) | 152.39 | 152.57 |
| % of holding | 19.26% | 19.28% |
| Sambhav Infotech Private Limited | | |
| No. of shares (In Lakhs) | 187.45 | 187.63 |
| % of holding | 23.69% | 23.71% |
| Compucom Technologies Private Limited | | |
| No. of shares (In Lakhs) | 198.69 | 198.26 |
| % of holding | 25.11% | 25.06% |

Shares held by promoters as at March 31, 2025

| S. No. | Promoter Name | No. of Shares (In Lakhs) | % of total Shares | % Change during the year |
|--------|---------------------------------------|-----------------------------|----------------------|-----------------------------|
| 1. | Surendra Kumar Surana | 20.38 | 2.58 | - |
| 2. | Soma Surana | 0.05 | 0.01 | - |
| 3. | Vaibhav Suranaa | 1.89 | 0.24 | - |
| 4. | Compucom Technologies Private Limited | 198.69 | 25.11 | 0.22% |
| 5. | Rishab Infotech Private Limited | 152.39 | 19.26 | -0.12% |
| 6. | Sambhav Infotech Private Limited | 187.45 | 23.69 | -0.10% |
| 7. | Ajay Kumar Surana | - | - | -100.00% |
| | Total | 560.85 | 70.89 | |

Shares held by promoters as at March 31, 2024

| S. No. | Promoter Name | No. of Shares (In Lakhs) | % of total Shares | % Change during the year |
|--------|---------------------------------------|-----------------------------|----------------------|-----------------------------|
| 1 | Surendra Kumar Surana | 20.38 | 2.58 | -2.67 |
| 2 | Soma Surana | 0.05 | 0.01 | - |
| 3 | Vaibhav Suranaa | 1.89 | 0.24 | - |
| 4 | Compucom Technologies Private Limited | 198.26 | 25.06 | -0.14 |
| 5 | Rishab Infotech Private Limited | 152.57 | 19.28 | -0.59 |
| 6 | Sambhav Infotech Private Limited | 187.63 | 23.71 | - |
| 7 | Ajay Kumar Surana | 0.1 | 0.01 | -94.44 |
| | Total | 560.88 | 70.89 | |

Terms/Rights attached to equity shares

The company has one class of equity shares having a par value of Rs.2 per share. Each equity shareholder is eligible for one vote per share held. Each equity shareholder is entitled to dividend as and when declared by the company. Interim dividend is paid as and when declared by the board. Final dividend is paid after obtaining shareholders' approval.

NOTE 13 BORROWINGS

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-------------------------------------|-------------------------|-------------------------|
| Non-current | | |
| Term loan | 102.63 | 0.08 |
| Unsecured loan from related parties | 1,400.00 | - |
| Total | 1,502.63 | 0.08 |
| Current | | |
| Overdraft from banks | 1,273.45 | 2,478.52 |
| Unsecured loan from related parties | 185.00 | 1,385.00 |
| Total | 1,458.45 | 3,863.52 |

Movement in borrowings during the year is provided below:

| Particulars | Short term borrowings | Long term borrowings |
|-----------------------------|--------------------------|-------------------------|
| As at April 1, 2023 | 104.40 | - |
| Cash inflow/(outflow) | 3,759.12 | 0.08 |
| As at March 31, 2024 | 3,863.52 | 0.08 |
| Cash flow | (2,405.07) | 1,502.55 |
| As at March 31, 2025 | 1,458.45 | 1,502.63 |

NOTE 14 TRADE PAYABLES

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Non-current | | |
| Total outstanding dues of creditors other than micro and small enterprises | 577.03 | 577.03 |
| Total | 577.03 | 577.03 |
| Current | | |
| Total outstanding dues of micro and small enterprises | 37.10 | - |
| Total outstanding dues of creditors other than micro and small enterprises | 27.79 | 147.16 |
| Total | 64.89 | 147.16 |

- Trade payable ageing schedule for the years ended as on March 31, 2025 and March 31, 2024 is as follows:

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|---------------------------------|--|--------------|-------------|----------------------|---------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| As at 31 March, 2025 | | | | | |
| Current | | | | | |
| (i) MSME | 37.10 | - | - | - | 37.10 |
| (ii) Other than MSME | 27.25 | | 0.54 | | 27.79 |
| Non-current | | | | | |
| (i) MSME | - | - | - | - | - |
| (ii) Other than MSME – disputed | - | - | - | 577.03 | 577.03 |
| Total | 64.35 | - | 0.54 | 577.03 | 641.92 |
| As at 31 March, 2024 | | | | | |
| Current | | | | | |
| (i) MSME | - | - | - | - | - |
| (ii) Other than MSME | 75.40 | 25.76 | 0.53 | 45.47 | 147.16 |
| Non-current | | | | | |
| (i) MSME | - | - | - | - | - |
| (ii) Other than MSME – disputed | - | - | - | 577.03 | 577.03 |
| Total | 75.40 | 25.76 | 0.53 | 622.50 | 724.19 |

Notes:-

1. There is no interest on the dues to Micro, Small and Medium Enterprises (MSME).
2. Trade Payables of Rs. 577 lacs (Shown in the BS under Non-Current Liabilities Trade Payable Other Than MSME-disputed) are related to ABA's of above referred BSER project. The payment of these Trade Payables is dependent upon realization of remaining Trade Receivables of Rs. 446.61 lacs (being the original amount) related to the above referred BSER project as per the Terms of Agreement with the ABA's. Since the release of payment of Rs. 396.44 lacs upon the direction of Honorable Rajasthan High Court is not final but conditional that if BSER succeeds in its appeal before the Rajasthan High Court, this amount shall be refunded back by the company to BSER. Therefore, the company has not made any provision for impairment of the receivables of Rs. 843.05 lacs (being the original amount) or Rs. 446.61 lacs (being the remaining amount) even after receiving Rs. 396.44 lacs. since the company is hopeful of positive outcome of the Rajasthan High Court case and hopeful of receiving the remaining amount of Rs. 446.61 lacs. The company has not reversed the corresponding trade payables of Rs. 577 lacs, since the company envisages to clear the dues of the trade payables after final outcome of the Rajasthan High Court judgement in line with the terms of the agreement with the ABAs.

NOTE 15 OTHER FINANCIAL LIABILITIES

(Rs.In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------|-------------------------|-------------------------|
| Non-current | | |
| EMD/SD from vendors | 199.45 | 91.17 |
| Total | 199.45 | 91.17 |
| Current | | |
| Income received in advance | 481.54 | 582.80 |
| Unpaid dividends | 17.58 | 17.33 |
| Accrued expenses | 21.46 | 9.58 |
| Salary & allowances payable | 23.57 | 26.86 |
| Total | 544.15 | 636.57 |

- Unpaid dividends represent the dividends not paid before they are transferred to investor education and protection fund.

NOTE 16 PROVISIONS

(Rs.In Lakhs)

| Particulars | Provision for gratuity | Total |
|-----------------------------|---------------------------|---------------|
| Non-Current | | |
| As at March 31, 2023 | 199.51 | 199.51 |
| Addition during the year | - | - |
| Deletions during the year | (125.11) | (125.11) |
| Utilized | (0.50) | (0.50) |
| As at March 31, 2024 | 73.89 | 73.89 |
| Addition during the year | 22.69 | 22.69 |
| Deletions during the year | - | - |
| Utilized | (3.67) | (3.67) |
| As at March 31, 2025 | 92.91 | 92.91 |

- The provision for gratuity represents the company's best estimate of the costs which will be incurred in the future to meet the obligations under the laws of the Payment of Gratuity Act, 1972, subject to fulfillment of certain conditions based on actuarial valuation as on 31st March 2025.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Current | | |
| Provision for gratuity | 22.18 | 22.53 |
| Provision for project execution expenses (Refer note 16A) | 136.68 | 153.45 |
| Total | 158.86 | 175.98 |

Provision for Projects Execution Expenses (NOTE 16A)

The movement in Provision for project execution expenses are as follows:

(Rs.In Lakhs)

| Particular | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|-------------------------------|--------------------------------------|--------------------------------------|
| Opening Balance | 153.45 | 377.82 |
| Provision recognised | 187.05 | 162.40 |
| Provision Utilized/(reversed) | (203.82) | (386.77) |
| Closing Balance | 136.68 | 153.45 |

NOTE 17 OTHER CURRENT LIABILITIES

(Rs.In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------|-------------------------|-------------------------|
| Current | | |
| Statutory liabilities | 15.68 | 85.77 |
| Total | 15.68 | 85.77 |

- Statutory liabilities are the dues to government like GST payable etc.

NOTE 18 REVENUE FROM OPERATIONS

(Rs.In Lakhs)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|------------------|--------------------------------------|--------------------------------------|
| Sale of services | 2836.01 | 6222.32 |
| Sale of products | 84.88 | 158.97 |
| Total | 2920.89 | 6381.29 |

NOTE 19 OTHER INCOME

| | | |
|---|---------------|---------------|
| Interest income | 379.88 | 323.15 |
| Profit on sale of property, plant & equipment | 34.48 | - |
| Other non-operating income | 109.41 | 45.72 |
| Total | 523.77 | 368.87 |

NOTE 20 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

| | | |
|-----------------------------|--------------|----------------|
| Opening inventory | | |
| Finished goods | 17.78 | 6.95 |
| Total | 17.78 | 6.95 |
| Closing inventory | | |
| Finished goods | - | 17.78 |
| Total | - | 17.78 |
| Changes in Inventory | 17.78 | (10.83) |

NOTE 21 EMPLOYEE BENEFIT EXPENSE

| | | |
|---|---------------|---------------|
| Salaries, wages and bonus | 403.09 | 530.25 |
| Contribution to provident and other funds | 19.82 | 44.86 |
| Contributions to gratuity fund | 26.75 | 30.28 |
| Staff welfare expenses | 3.22 | 1.47 |
| Total | 452.88 | 606.86 |

NOTE 22 FINANCE COSTS

| | | |
|--|---------------|---------------|
| Interest expense on borrowings | 365.10 | 190.49 |
| Bank Guarantee commission & bank charges | 14.45 | 22.60 |
| Total | 379.55 | 213.09 |

(Rs. in Lakhs)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|--------------------------------------|--------------------------------------|
| NOTE 23 DEPRECIATION AND AMORTIZATION EXPENSES | | |
| Depreciation on property, plant and equipment | 588.04 | 612.08 |
| Depreciation on investment property | 0.88 | 0.88 |
| Amortization of intangible assets | 3.04 | 3.04 |
| Total | 591.95 | 616.00 |
| NOTE 24 OTHER EXPENSES | | |
| Auditor's remuneration (Refer Note 24 A) | 4.95 | 4.66 |
| Advertisement and publicity expenditures | 2.88 | 2.54 |
| Bank charges | 0.69 | 0.36 |
| Charity and donation expenses | 11.00 | 47.12 |
| Corporate social responsibility (Refer Note 29) | 20.00 | 20.25 |
| Director's sitting fees | 1.28 | 1.24 |
| Data operation and management expenses | 9.00 | 32.15 |
| Foreign exchange diff – realized | 0.10 | 0.45 |
| Indirect tax demands | - | 27.91 |
| Insurance expenses | 6.72 | 6.88 |
| Interest on statutory demands | 0.03 | 21.08 |
| Legal and professional expenses | 16.12 | 23.86 |
| Consultancy Charges | 47.92 | 26.46 |
| Listing fees | 5.85 | 5.85 |
| Office & general expenses | 38.17 | 57.44 |
| Wind Power Operation and maintenance expenses | 35.34 | 76.61 |
| Printing and stationery expenses | 8.37 | 9.62 |
| Rent and facility support expenses | 27.43 | 4.83 |
| Repair and maintenance expenses | 42.34 | 25.97 |
| Telephone expenses | 9.59 | 11.54 |
| Travelling and conveyance expenses | 33.20 | 33.88 |
| Water and electricity expenses | 22.42 | 21.52 |
| Total | 343.40 | 462.21 |
| NOTE 24A REMUNERATION TO AUDITORS | | |
| Audit fees | 3.96 | 3.73 |
| Other services | 0.99 | 0.93 |
| Total | 4.95 | 4.66 |

NOTE 25 EARNINGS PER SHARE

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-------------------------------------|-------------------------|-------------------------|
| Basic earnings per share (In Rs.) | 0.29 | 0.60 |
| Diluted earnings per share (In Rs.) | 0.29 | 0.60 |

• The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Profit after tax attributable to owners of the company | 228.88 | 473.94 |
| Earnings used in the calculation of basic earnings for the year | 228.88 | 473.94 |
| Weighted average number of equity shares outstanding | 791.25 | 791.25 |
| Nominal Value per share (In Rs.) | 2.00 | 2.00 |

NOTE 26 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

(Rs. in Lakhs)

| Summary of Contingent Liabilities | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Guarantees issued by the banks (excluding financial guarantee) | 1,642.27 | 1,569.80 |
| Income tax demands | 1,493.67 | 404.04 |
| Others | 1,167.56 | 1,148.69 |
| Total | 4,303.50 | 3,122.53 |

Details of Contingent liabilities:

(Rs. in Lakhs)

| Sr. No. | Nature of Contingent Liability | Amount C.Y. | Amount P.Y. | Remarks |
|---------|---|-------------|-------------|--|
| 1 | Bank guarantee outstanding | 1,642.27 | 1,569.80 | This includes bank guarantees of Rs. 829.57 lacs which were expired till 31.03.2024 but the original bank guarantee has not been received so far from the concerned debtor, therefore the same has not been cancelled by the bank hence included in the total bank guarantee amount. Counter Guarantee given by the Company of the same amount of the bank guarantee. |
| 2 | Provident Fund demand by JVVNL (a Rajasthan State Government Electricity Company) | 169.49 | 155.59 | Since 2014, there is a dispute between the company on one part and Rajasthan Vidyut Kamgar Federation (CITU) labour union, jointly with EPFO on the other part in respect of applicability and payment of PF by the company in connection with the work contract of JVVNL executed by the company in the past. Meanwhile the company had separately approached the Rajasthan High Court for release of dues of the company from JVVNL. The Rajasthan High Court allowed the appeal of the company and directed JVVNL to release a sum of Rs. 115.18 lacs and keep the said sum in Fixed Deposit with bank in the joint name of the company and JVVNL until the aforesaid PF matter is settled. The amount of this FD has become Rs. 169.49 lacs as on 31 st March, 2025 because of accrual of interest. The EPFO had passed order dated 06.08.2014 in 7a proceedings determining applicability of PF, but the company against this order of EPFO went into appeal before the EPFAT on 07.10.2014, which by its order dated 24.03.2022 while implying that although PF is applicable but beneficiaries are unidentified, remanded back the issue to EPFO for fresh 7a proceedings with the direction to identify the beneficiaries (the workers to whom the benefits is to be disbursed). The company in the meanwhile has also appealed the finding of the EPFAT at the Rajasthan High Court. Thus, as such this FD amount still stands as contingent liability against any anticipated liability that may be ascertained finally in this matter. |
| 3 | Labour Court-Kota | 84.66 | 84.66 | Some ex-employees have filed suits against the company, which the company is contesting. According to the management the company is hopeful of getting favorable decision. |
| 4 | Board of Secondary Education of Rajasthan (BSER) partial dues received by Company following Rajasthan High Court Order. | 396.44 | 396.44 | There is a dispute between the Company and the Board of Secondary Education of Rajasthan pending for more than 10 years. The Company got favorable decision in lower forums. However Board of Secondary Education of Rajasthan filed appeal before the Rajasthan High Court and stayed the order of lower forums with the condition to release 50% disputed amount to the company with 9% interest p.a. Accordingly the Company received a sum of Rs. 396.44 lacs during the year 2021-22. This amount may be refundable subject to the final decision of the Rajasthan High Court. |

(Rs. in Lakhs)

| Sr. No. | Nature of Contingent Liability | Amount C.Y | Amount PY | Remarks |
|---------|---|------------|-----------|---|
| 5 | Income Tax demand (AY 2011-12) | 46.07 | 46.07 | Against the assessment order passed u/s 143(3) & 254 of the Income Tax Act, 1961 for the A.Y. 2011-12 in respect of disallowance of corporate social expenditure. The company has gone into appeal before Commissioner of Income Tax (Appeals), which is pending for disposal. However, the total demand has been adjusted by the department against the refund receivable for the A.Y. 2018-19 and A.Y. 2019-20. Further, the Company has opted for Vivad Se Vishwas Scheme which is pending for approval. |
| 6 | Income Tax demand (AY 2012-13) | 319.18 | 319.18 | Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2012-13, the company has gone into appeal before Commissioner of Income Tax (Appeals). The company has made last submission on 29.02.2024 and awaiting action thereon from the department. However, the total demand has been adjusted by the department against the refund receivable for the A.Y. 2013-14 and A.Y. 14-15. |
| 7 | Income Tax demand (AY 2017-18) | 1,089.63 | - | The Company has received order u/s 144 r.w.s. 263 and SCN u/s 274 r.w.s. 270A on 20 March 2025 in respect of disallowance of bad debts of Rs. 15.98 Cr. The company has gone into appeal before Commissioner of Income Tax (Appeals) on 04 April 2025 |
| 8 | Income Tax demand (AY 2018-19) | 38.79 | 38.79 | The Company has received a notice of demand u/s 156 of Income Tax Act, 1961, amounting to Rs. 38.79 lacs. Assessing officer has disallowed deduction u/s 80IA for Rs.92.12 lacs and also disallowed income from other source of Rs. 6.78 lacs, the company has gone into appeal before Commissioner of Income Tax (Appeals). The company has made last submission on 23.02.2024 and awaiting action thereon from the department. Further, the total demand has been adjusted by the department against the refund receivable for the A.Y. 2020-21. |
| 9 | Goods & Service Tax Demand (FY 2023-24) | 4.97 | - | Interest Liability amounting to Rs. 4,97,388/- for FY 2023-24 has been confirmed on account of delayed reporting and payment of GST of certain tax invoices. The Company believes that the demand is not maintainable and is in the process of preferring an appeal. |
| 10 | Stamp Duty Demand | 175.00 | 175.00 | The Company got a demand notice from Rajasthan State Government for payment of stamp duty paid short as alleged by the State Government, on an industrial plot of the Company. The company won the case in Rajasthan High Court. However, the State Government has filed a SLP in Honorable Supreme Court. The decision of the Honorable Supreme Court is pending. |
| 11 | Retention Charges demand by RIICO | 335.00 | 335.00 | RIICO, an Undertaking of State Government of Rajasthan has raised a demand of Rs. 335 lacs being retention charges on an industrial plot of the company. On account of the alleged reason that the industrial activity has not yet commenced on the said industrial plot. The company has filed a writ petition before Rajasthan High Court to treat hotel as industry and not commercial as determined by RIICO and consequently raising demand of retention charges. The Company has filed for Arbitration before the District Collector, Jaipur. |
| 12 | Ganesh Lal Kumawat V/S State of Rajasthan | 2.00 | 2.00 | Ganesh Lal Kumawat is demanding a compensation of Rs. 2 lacs from State Government of Rajasthan through a writ petition filed in Rajasthan High Court. The Company has also been made a pro-forma party in this case. However, the Company is contesting the case with hopes of positive outcome. |

NOTE 27 RETIREMENT AND OTHER EMPLOYEE BENEFIT SCHEMES
a. Provident fund

The Company offers its employees, benefits under defined benefit plans in the form of provident fund scheme which covers all employees. Contributions are paid during the year into Provident fund. Both the employees and the company pay predetermined contributions into the fund.

b. Employees state insurance scheme

The Company offers its employees, benefits under defined benefit plans in the form of ESI scheme which covers all employees. Contributions are paid during the year into ESI fund. Both the employees and the company pay predetermined contributions into the fund.

c. Gratuity plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, an employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement Age.

The following tables set out the funded status of the gratuity plans and the amounts recognized in the financial statements:-
(Rs.In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|--|-------------------------|
| Principal actuarial assumptions | | |
| Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows: | | |
| Financial assumptions | | |
| Discount rate | 6.75% | 7.10% |
| Expected rate of increase in compensation level of covered employees | 7.00% | 7.00% |
| Demographic assumptions | | |
| i) Retirement Age (Years) | 60 | 60 |
| ii) Mortality rates inclusive of provision for disability | Indian Assured Lives Mortality (2012-14) | |

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Amount recognized in the balance sheet consists of: | | |
| Fair value of planned assets | | |
| Present value of defined benefit obligations | (115.09) | (96.42) |
| Net liability arising from defined benefit obligation | (115.09) | (96.42) |
| The movement during the year of the present value of the defined benefit obligation was as follows: | | |
| Opening balance | 96.42 | 217.65 |
| Service cost | 20.23 | 14.84 |
| Benefits paid | (3.67) | (0.50) |
| Interest cost | 6.51 | 15.45 |
| Actuarial loss/(gains) on obligation | (4.40) | (151.01) |
| Closing balance | 115.09 | 96.42 |
| Amounts recognized in statement of profit and loss in respect of defined benefit plan are as follows: | | |
| Current service cost | 20.23 | 14.84 |
| Net interest cost | 6.51 | 15.44 |
| Total charge to statement of profit and loss | 26.75 | 30.28 |

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Amounts recognized in other comprehensive income in respect of defined benefit plan are as follows: | | |
| Actuarial (gain)/loss arising from change in demographic assumption | - | - |
| Actuarial (gain)/loss arising from change in financial assumption | 3.97 | 1.77 |
| Actuarial (gain)/loss arising from experience adjustment | (8.37) | (152.78) |
| Loss on plan assets (excluding amounts included in net interest cost) | | |
| Remeasurements of the net defined benefit liability | (4.40) | (151.01) |
| Expected contribution for the next annual reporting period: | | |
| Year 1 (undiscounted) | 22.18 | 22.53 |
| Year 2 (undiscounted) | 2.59 | 2.46 |
| Expected expense for the next annual reporting periods (3rd year to 10th year) | 69.64 | 61.72 |

Sensitivity analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Impact of change discount rate | | |
| Increase by 1% | 104.41 | 88.15 |
| Decrease by 1% | 128.04 | 106.32 |
| Impact of change in salary increase rate | | |
| Increase by 1% | 127.87 | 106.23 |
| Decrease by 1% | 104.34 | 88.07 |
| Impact of change in withdrawal rate | | |
| Increase by 1% | 114.83 | 96.49 |
| Decrease by 1% | 115.38 | 96.33 |

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

Risk analysis

The company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Interest risk

A decrease in the interest rate on plan assets will increase the plan liability, however this will be partially offset by increase in the return on plan debt investment.

Longevity risk/Life expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary growth risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

NOTE 28 INCOME TAX EXPENSES

The major components of income tax expense for the year ended 31 March, 2025 and March 31, 2024 are indicated below:

(Rs.In Lakhs)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| a. Tax charge recognized in profit and loss | | |
| Current tax: | | |
| Current tax on profit for the year & earlier years | 162.97 | 190.02 |
| Total current tax & earlier Years | 162.97 | 190.02 |
| Deferred tax: | | |
| Property, plant and equipment | (59.97) | (8.14) |
| Fair valuation of investments | 0.22 | 0.53 |
| Provisions for gratuity | (3.94) | 35.30 |
| Others | - | (43.95) |
| Total deferred tax expenses | (63.69) | (16.26) |
| Tax expense for the year (net of deferred tax and current tax) | 99.28 | 173.76 |
| b. Statement of other comprehensive income | | |
| tax (credit) / charge on: | | |
| Actuarial gain on re-measurement of defined benefit plan | 4.40 | 151.01 |
| Tax charge | (1.22) | (43.97) |
| Total | 3.18 | 107.04 |
| A reconciliation of income tax expense applicable to accounting profits before tax at the statutory income tax rate to recognized. | | |
| Income tax expense for the year is as follows: | | |
| Accounting profit before tax (after exceptional item) | 328.16 | 647.70 |
| Corporate tax rate as per Income Tax Act, 1961 | 27.82% | 29.12% |
| Tax on Accounting Profit | 91.29 | 188.61 |
| Tax effect on expense not tax deductible | 175.79 | 242.98 |
| Tax effect of non taxable income | - | (0.53) |
| Tax effect of deduction under Income Tax Act | (1.53) | (12.12) |
| Tax effect of depreciation under income tax | (114.69) | (171.24) |
| Effect of current tax related to earlier years | 8.16 | (22.38) |
| Tax effect on other items | (59.74) | (51.56) |
| Total effect of tax adjustments | 99.28 | 173.76 |
| Effective tax rate | 30.25% | 26.83% |

There are certain income-tax related legal proceedings which are pending against the company. Potential liabilities, if any have been adequately provided for and the company does not currently estimate any probable material incremental tax liabilities in respect of these matters.

Significant components of deferred tax assets and (liabilities) recognized in the balance sheet are as follows:

| (Rs.In Lakhs) | | |
|---|---|--------------------------------------|
| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
| Property, plant and equipment | (83.71) | (23.73) |
| Fair valuation of investments | 1.04 | 0.83 |
| Provision for gratuity | (32.02) | (28.08) |
| Others | 1.21 | (0.03) |
| Deferred tax (assets)/liability | (113.48) | (51.01) |
| Deferred tax is recorded below: | | |
| Through other comprehensive income | | |
| Remeasurements of defined benefit obligation | 1.22 | 43.97 |
| (A) | 1.22 | 43.97 |
| Through profit and loss | | |
| Property, plant and equipment | (59.97) | (8.14) |
| Fair valuation of investments | 0.22 | 0.53 |
| Provision for gratuity | (3.94) | 35.30 |
| Others | - | (43.95) |
| (B) | (63.69) | (16.26) |
| Total (A+B) | (62.47) | 27.71 |
| NOTE 29 CORPORATE SOCIAL RESPONSIBILITY EXPENSES | | |
| Amount required to be spent by the company during the year | 20.95 | 19.00 |
| Amount of expenditure incurred | 20.00 | 20.25 |
| Excess in Previous Year | (1.25) | - |
| Shortfall/(excess) at the end of the year | (0.30) | (1.25) |
| Total of previous years shortfall | - | - |
| Reason for shortfall | - | - |
| Nature of CSR activities | Lab installation for satellite education in the Govt. schools | |
| Details of related party transactions - Entities with significant influence over the entity (Compucum Foundation) | 20 | 19 |
| Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately | - | - |

The company has spent a gross amount of Rs. 20.00 Lacs and Rs. 20.25 Lacs for the year ending March 31, 2025 and March 31, 2024 respectively.

NOTE 30 SEGMENT REPORTING

a. Basis of segmentation

The company is engaged in following reportable segments:

- Software development
- Wind power generation
- Learning solution
- Hotel

Segregation of capital employed between segments (except wind power generation segment, wherein the capital employed is Rs. 1047.37 lacs) is not practicable as most of the fixed assets and liabilities are not identifiable with particular segments and are used interchangeably.

Each of the reportable segments derives its revenues from its main products and hence these have been identified as reportable segments by the company's management. Segment profit amounts are evaluated regularly by the management, which is regularly engaged, in deciding how to allocate resources and in assessing performance.

Information about reportable segments
I. Information about primary segments

(Rs.In Lakhs)

| Particulars | Year ended March 31, 2025 | | | Year ended March 31, 2024 | | |
|---|---------------------------|-------------|-----------------|---------------------------|-------------|-----------------|
| | Business Segment | Unallocated | Total | Business Segment | Unallocated | Total |
| Revenue | | | | | | |
| Software | 114.66 | - | 114.66 | 311.68 | - | 311.68 |
| Learning Solution | 2,716.67 | - | 2,716.67 | 5,908.04 | - | 5,908.04 |
| Wind power | 80.24 | - | 80.24 | 157.79 | - | 157.79 |
| Hotel | 9.32 | - | 9.32 | 3.78 | - | 3.78 |
| Segment revenue | 2,920.89 | - | 2,920.89 | 6,381.29 | - | 6,381.29 |
| Expenses | | | | | | |
| Software | 141.09 | - | 141.09 | 266.99 | - | 266.99 |
| Learning | 2,812.79 | - | 2,812.79 | 5,629.25 | - | 5,629.25 |
| Wind power | 114.69 | - | 114.69 | 166.28 | - | 166.28 |
| Hotel | 14.59 | - | 14.59 | 4.03 | - | 4.03 |
| Segment expense | 3,083.16 | - | 3,083.16 | 6,066.55 | - | 6,066.55 |
| Segment results | | | | | | |
| Software | (26.43) | - | (26.43) | 44.69 | - | 44.69 |
| Learning | (96.12) | - | (96.12) | 278.79 | - | 278.79 |
| Wind power | (34.45) | - | (34.45) | (8.49) | - | (8.49) |
| Hotel | (5.27) | - | (5.27) | (0.25) | - | (0.25) |
| Segment results | (162.27) | - | (162.27) | 314.74 | - | 314.74 |
| Less: unallocable expenses | - | 33.34 | 33.34 | - | 35.91 | 35.91 |
| Add: Other unallocable income | - | 523.77 | 523.77 | - | 368.87 | 368.87 |
| Profit before tax and exceptional items | - | - | 328.16 | - | - | 647.70 |
| Less: Exceptional item | - | - | - | - | - | - |
| Profit before tax. | - | - | 328.16 | - | - | 647.70 |
| Tax expenses | - | - | 99.28 | - | - | 173.76 |
| Other comprehensive income | - | - | 3.18 | - | - | 107.04 |
| Profit for the year | - | - | 232.06 | - | - | 580.98 |

II. Information based on geography

(Rs.In Lakhs)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|--|-----------------------------------|-----------------------------------|
| Revenue by geographical segment | | |
| India | 3,434.75 | 6,681.88 |
| USA | 9.91 | 68.28 |
| Total | 3,444.66 | 6,750.16 |
| Reconciliation between segment revenue and enterprise revenue | | |
| Segment revenue | | |
| Software | 114.66 | 311.68 |
| Learning | 2,716.67 | 5,908.04 |
| Wind power | 80.24 | 157.79 |
| Hotel | 9.32 | 3.78 |
| Total segment revenue | 2,920.89 | 6,381.29 |
| Enterprise revenue | | |
| Total income | 3,444.66 | 6,750.16 |
| Less: Other income | (523.77) | (368.87) |
| Total segment revenue | 2,920.89 | 6,381.29 |

NOTE 31 FINANCIAL INSTRUMENTS

This section gives an overview of the significance of financial instruments for the company and provides additional information on the balance sheet. Details of significant accounting policies including the criteria for recognition the basis of measurement and the basis on which income and expenses are recognized.

Financial assets and liabilities:

The accounting classification of each category of financial instruments, and their carrying amounts are set out below:

(Rs.In Lakhs)

| Particulars | Fair Value through profit and loss | Amortized Cost | Total carrying value | Total fair value |
|---|--|-------------------|----------------------------|------------------------|
| As at March 31, 2025 | | | | |
| Financial assets | | | | |
| Cash and cash equivalents | | 182.51 | 182.51 | 182.51 |
| Other bank balances | | 4,199.57 | 4,199.57 | 4,199.57 |
| Non-current investments | 4.74 | 2,561.45 | 2,566.19 | 2,566.19 |
| Trade receivables | | 4,356.01 | 4,356.01 | 4,356.01 |
| Other current financial assets | | 104.32 | 104.32 | 104.32 |
| Other non-current financial assets | | 1,343.41 | 1,343.41 | 1,343.41 |
| Total | 4.74 | 12,747.27 | 12,752.01 | 12,752.01 |
| Financial liabilities | | | | |
| Borrowings | - | 2,961.08 | 2,961.08 | 2,961.08 |
| Trade payables-SME | - | 37.10 | 37.10 | 37.10 |
| Trade payables- other than SME | - | 604.82 | 604.82 | 604.82 |
| Other non-current financial liabilities | - | 199.45 | 199.45 | 199.45 |
| Other current financial liabilities | - | 544.15 | 544.15 | 544.15 |
| Total | - | 4,346.60 | 4,346.60 | 4,346.60 |
| As at March 31, 2024 | | | | |
| Financial assets | | | | |
| Cash and cash equivalents | - | 63.58 | 63.58 | 63.58 |
| Other bank balances | - | 4673.99 | 4673.99 | 4673.99 |
| Non-current investments | 3.82 | 1301.45 | 1305.27 | 1305.27 |
| Trade receivables | - | 7402.36 | 7402.36 | 7402.36 |
| Other current financial assets | - | 91.75 | 91.75 | 91.75 |
| Other non-current financial assets | - | 98.70 | 98.70 | 98.70 |
| Total | 3.82 | 13631.83 | 13635.65 | 13635.65 |
| Financial liabilities | | | | |
| Borrowings | - | 3863.60 | 3863.60 | 3863.60 |
| Trade payables-SME | - | - | - | - |
| Trade payables- other than SME | - | 724.19 | 724.19 | 724.19 |
| Other non-current financial liabilities | - | 91.17 | 91.17 | 91.17 |
| Other current financial liabilities | - | 636.57 | 636.57 | 636.57 |
| Total | - | 5315.53 | 5315.53 | 5315.53 |

Notes-

The management assessed that Cash and cash equivalents, other bank balances, Trade receivables, Trade payables, other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

Fair value hierarchy

The table shown below analysis financial instruments carried at fair value, by measurement hierarchy. The different levels have been defined below:-

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2:** inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(Rs.In Lakhs)

| Financial Assets | Level-1 | Level-2 | Level-3 |
|--|----------------|----------------|----------------|
| As at March 31, 2025 | | | |
| At fair value through profit and loss | | | |
| Non-current investment (Other than subsidiary) | 4.74 | | |
| Total | 4.74 | - | - |
| Financial liabilities | | | |
| Fair value of liabilities through P&L | - | - | - |
| Total | - | - | - |
| As at March 31, 2024 | | | |
| At fair value through profit and loss | - | - | - |
| Non-current investment (Other than subsidiary) | 3.82 | - | - |
| Total | 3.82 | - | - |
| Financial liabilities | | | |
| Fair value of liabilities through P&L | - | - | - |
| Total | - | - | - |

Risk management framework

Introduction

The Securities and Exchange Board of India ("SEBI") issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') on September 02, 2015, effective from December 01, 2015. The Regulation 21 mandate listed entities to formulate a policy on risk management. It is in the context that the policy on risk management ("Policy") is being framed and implemented from 11.02.2016 and approved by the board.

This policy is modified and/or amended with the approval of the Board of directors as on 29.05.2018.

Objective and purpose of policy

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to risk management, in order to guide decisions on risk related issues.

The specific objectives of the Risk management policy are:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.

Treasury management

The company has a strong system of internal control which enables effective monitoring of adherence to company's policies. The internal control measures are effectively supplemented by regular internal audits.

Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk, currency risk and commodity risk.

The sensitivity analysis given elsewhere in the following sections relate to the position as at March 31, 2025 and March 31, 2024.

Financial risk

The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest and pricing through proven financial instruments.

a. Liquidity risk

The company requires funds both for short-term operational needs as well as for long-term investment program mainly in growth projects. The company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short-term as well as in the long-term.

The company remains committed to maintaining a healthy liquidity, gearing ratio and strengthening the balance sheet. The maturity profile of the company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligations of the company.

(Rs. In Lakhs)

| Payment due by years | <1 year | 1-2 Years | 2-3 Years | > 3 Years | Total |
|-----------------------------|-----------------|---------------|---------------|---------------|-----------------|
| As at March 31, 2025 | | | | | |
| Trade and other payables | 3,331.19 | 4.47 | 375.49 | 635.45 | 4,346.60 |
| Total | 3,331.19 | 4.47 | 375.49 | 635.45 | 4,346.60 |
| As at March 31, 2024 | | | | | |
| Trade and other payables | 3,978.92 | 635.49 | 4.40 | 696.72 | 5,315.53 |
| Total | 3,978.92 | 635.49 | 4.40 | 696.72 | 5,315.53 |

The company had access to following fund based and non-fund based facilities with banks are as follows:

(Rs.In Lakhs)

| Funding facility | Total facility | Drawn | Undrawn |
|-----------------------------|-----------------|-----------------|---------------|
| As at March 31, 2025 | | | |
| Less than 1 year | 5,730.00 | 2,133.45 | |
| More than 1 year | 700.00 | 102.63 | - |
| Total | 6,430.00 | 2,236.08 | - |
| As at March 31, 2024 | | | |
| Less than 1 year | 2,830.00 | 2,478.52 | 351.48 |
| More than 1 year | - | - | - |
| Total | 2,830.00 | 2,478.52 | 351.48 |

b. Foreign exchange risk

Fluctuations in foreign currency exchange rates may have an impact on the statement of profit and loss, where any transaction references more than one currency other than the functional currency of the company.

The company during the year is not prone to any exchange risk as it has not entered in any foreign exchange contracts the difference in exchange rates on outstanding balance of sundry debtor has been duly accounted for through statement of profit and loss.

c. Interest rate risk

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however, the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

The exposure of the company's financial assets to interest rate risk is as follows:

(Rs.In Lakhs)

| Particulars | Total | Floating rate | Fixed rate | Non-interest bearing |
|-----------------------------|-----------|---------------|------------|----------------------|
| As at March 31, 2025 | | | | |
| Financials assets | 12,752.01 | 4.74 | 5,640.47 | 7,106.80 |
| Financial liabilities | 4,346.60 | - | 2,961.08 | 1,385.52 |
| As at March 31, 2024 | | | | |
| Financials assets | 13,635.65 | 3.82 | 4,852.86 | 8,778.97 |
| Financial liabilities | 5,315.53 | - | 3,863.60 | 1,451.93 |

d. Counterparty and concentration of credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The company has adopted a policy of obtaining sufficient security, where appropriate, as a means of mitigating the risk of financial loss from defaults. The company is exposed to credit risk for receivables, cash and cash equivalents, short-term investments etc. credit risk on receivables is limited as almost all credit sales are against letters of credit and guarantees of banks of good financial repute. The Company is mainly engaged in projects awarded from Government of Rajasthan and derives its key revenue from these projects. The release of funds from Government of Rajasthan depends upon availability of budget. Consequently, the dues from the State Government may rise significantly at times. However, the company expects no major credit risk therefore the company has not impaired any financial instruments regarding the same.

Derivative financial instruments

The company does not acquire or issue derivative financial instruments for trading or speculative purposes. The company does not enter into complex derivative transactions to manage the treasury and commodity risks. The company is not enrolled in any hedging contracts and is not party to any derivative financial instruments either directly or indirectly through any party

NOTE 32 RELATED PARTY DISCLOSURES

A. List of Related parties:

(i) Parties where control exists:

Subsidiary companies:

- CSL Infomedia Private Limited (wholly owned subsidiary)

(ii) Other related parties with whom transactions have taken place during the year:

a) Key management personnel:

- Mr. Surendra Kumar Surana, Managing Director & CEO
- Mr. Sanjeev Nigam, Chief Financial Officer
- Mrs. Varsha Ranee Chaudhary, Company Secretary and Compliance Officer
- Mr. Vaibhav Suranaa, Whole Time Director

b) Enterprises over which the key management personnel exercise significant influence:

- Rishabh Infotech Private Limited
- Sambhav Infotech Private Limited
- Compucom Technologies Private Limited
- Compucom Foundation
- Compucom (India) Private Limited
- Compucom Software Limited Employee Welfare Trust

c) Others:

- Mrs. Trishla Rampuria (Sister of Managing director)
- Mr. Ajay Kumar Surana, Director
- Mr. Vaibhav Suranaa, Director
- Surana Associates Inc. USA.
- ITneer Inc. USA.

Transactions with related parties

The details of the related party transactions entered into by the company, For the year ended March 31, 2025 and March 31, 2024 are as follows:-

| Nature of transactions | (Rs. in Lakhs) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2025 | As at March 31, 2024 |
| Sale & services rendered | | |
| Subsidiary company | 2.68 | 1.66 |
| Enterprises in which KMP has significant influence | - | 1.77 |
| Other related parties | 13.59 | 97.29 |
| Total | 16.27 | 100.72 |
| Rent earned from property | | |
| Rent from subsidiary company | 2.40 | 2.40 |
| Rent from key Managerial Persons | 3.45 | 3.45 |
| Rent from enterprises in which KMP has significant influence | 0.48 | 0.48 |
| Total | 6.33 | 6.33 |
| Sale of assets/goods | | |
| Sale to subsidiary company | 4.64 | 0.20 |
| Total | 4.64 | 0.20 |
| Service received | | |
| Subsidiary company | 757.42 | 747.43 |
| Entities with significant influence over the entity | 10.13 | 32.90 |
| Other related parties | 0.20 | 0.32 |
| Total | 767.75 | 780.65 |
| Dividend paid | | |
| Key managerial person or their relatives | 8.91 | 9.16 |
| Entities with significant influence over the entity | 226.36 | 227.01 |
| Other related parties | 0.02 | 0.74 |
| Total | 235.29 | 236.91 |

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Loans and advance (Liability) | | |
| Loans and advances received from entities with significant influence over the entity | 1,400.00 | 1,385.00 |
| Total | 1,400.00 | 1,385.00 |
| Loans and advance (Liability) Repayment | | |
| Loans and advances repayment made to entities with significant influence over the entity | 1,200.00 | |
| Total | 1,200.00 | - |
| Interest paid | | |
| Entities with significant influence over the entity | 132.12 | 33.02 |
| Total | 132.12 | 33.02 |
| Purchase of investment (equity shares of CSL Infomedia Private Limited) | | |
| Subsidiary company | 1,260.00 | 427.50 |
| Key managerial Persons | - | 1.71 |
| Entities with significant influence over the entity | - | 417.24 |
| Total | 1,260.00 | 846.45 |
| Other expenses and reimbursements | | |
| Remuneration to Key managerial Person | 69.38 | 66.06 |
| Remuneration to Other related parties | - | - |
| Rent paid to entities with significant influence over the entity | 64.41 | 7.94 |
| Rent paid to other related parties | 4.83 | 4.83 |
| Donation given to entities with significant influence over the entity | 31.00 | 66.00 |
| Total | 169.62 | 144.83 |

1) All the transactions entered by the company with the related parties are at arm's length. price.

The balances receivable/payable as at year end:

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Receivable from | | |
| Other related parties | 3.42 | - |
| Total | 3.42 | - |
| Payable To | | |
| KMP remuneration | 1.35 | 1.27 |
| Entities with influence over the entity | 1,600.82 | 1,385.00 |
| Subsidiary company | 15.20 | - |
| Total | 1,617.37 | 1,386.27 |

NOTE 33 RATIOS

| S. No. | Particulars | Formulas | As at March 31, 2025 | As at March 31, 2024 | Variance % |
|--------|---------------------------------|---|-------------------------|-------------------------|---------------|
| 1 | Current ratio | Current Assets/Current Liabilities | 3.87 | 2.48 | 56.05% |
| 2 | Debt/Equity ratio | Total Debt/Total Equity | 0.21 | 0.27 | -22.22% |
| 3 | Debt service coverage ratio | EBITDA/(Interest payment+Principal repayment during the year for long term borrowing) | 3.52 | 7.63 | -53.87% |
| 4 | Return on equity ROE | Net profit after tax/ Average Shareholder's Equity | 1.63% | 3.36% | -51.49% |
| 5 | Inventory turnover ratio | Annual Sales /Average inventory | 328.56 | 516.01 | -36.33% |
| 6 | Trade receivable turnover ratio | Net credit Sales/Average trade receivable | 0.54 | 1.31 | -58.78% |

| S. No. | Particulars | Formulas | As at March 31, 2025 | As at March 31, 2024 | Variance % |
|--------|-------------------------------|--|----------------------|----------------------|------------|
| 7 | Trade payable turnover ratio | Net credit Purchase/Average trade payable | 2.15 | 4.42 | -51.36% |
| 8 | Net capital turnover ratio | Net annual Sales / Working capital | 0.42 | 0.84 | -50.00% |
| 9 | Net profit | Net Profit/Sales*100 | 7.84% | 7.43% | 5.52% |
| 10 | Return on capital employed | EBIT/Capital employed | 4.47% | 4.67% | -4.28% |
| 11 | Return on unquoted investment | Income generated from investment/ Average cost of unquoted investment | - | 0.04% | -100.00% |
| 12 | Return on quoted investment | Income generated from investment/ Average cost of quoted investment | 21.46% | 62.71% | -65.78% |

Notes: Reasons of variances

1. Current ratio: Due to decrease in current liabilities. However, it is still well above the Standard benchmark
2. Debt service coverage ratio: Ratio is reduced to 3.52. However, it is still within Standard benchmark range.
3. Return on equity : Due to decrease in Net Profit.
4. Inventory Turnover Ratio: Due to decrease in Annual Sales
5. Trade Receivable turnover ratio: Due to decrease in credit sales.
6. Trade Payable turnover ratio: Due to decrease in purchases.
7. Net capital turnover ratio: Due to decrease in annual sales.
8. Return on unquoted investment: Due to there is no income in income from investments
9. Return on quoted investment: Due to decrease in income from investments

NOTE 34 ADDITIONAL REGULATORY INFORMATION

- a. The company has not granted any loan or advance, in the nature of loans which are repayable on demand or without specifying any terms or period of repayment, to KMP (as defined under companies act, 2013), either severally or jointly with any other person.
- b. No proceedings have been initiated or are pending against the company for holding any benami property under benami transactions (prohibition) act, 1988, hence the rules specified thereunder does not apply.
- c. The company is not a declared willful defaulter by any bank or financial institution or other lender.
- d. The company has not been involved in any transactions with companies struck off under section 248 of the companies act, 2013.
- e. There are no charges or satisfaction yet to be registered with roc beyond the statutory period.
- f. The company has complied with the number of layers prescribed under clause (87) of section 2 of the act read with companies (restriction on number of layers) rules, 2017.
- g. There are no such transactions which are not recorded in the books of account but have been surrendered or disclosed as income during the year in the tax assessments under the income tax act, 1961.
- h. The company has not traded or invested in crypto currency or virtual currency during the financial year.
- i. The company has used the borrowings from banks for the specific purpose for which it was taken.
- j. The company has borrowings from banks on the basis of security of current assets and statement of current assets filed by the company with banks are in agreement with the books of accounts.
- k. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity (ies), including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall lend or invest in party identified by or on behalf of the company (ultimate beneficiaries).
- l. The company has not received any fund from any party(s) (funding party) with the understanding that the company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICA8324

Place : Jaipur

Date : May 27, 2025

For and on behalf of Board of Directors
For Compucom Software Limited

Sd/-

Sd/-

Surendra Kumar Surana

Managing Director

DIN: 00340866

Sd/-

Vaibhav Suranaa

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

INDEPENDENT AUDITOR'S REPORT

To
The Members of Compucom Software Limited,
Jaipur

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of Compucom Software Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (Holding company and its subsidiaries referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025 and the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025 and consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit Matter | Auditor's Response |
|---|--|
| Revenue Recognition in Consolidated Financial Statements. | We have examined that the revenue in the Consolidated Financial Statements has been recognised in accordance with the IndAS 115. We have also reviewed the process of consolidation and elimination of inter company transactions. |

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the Consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's and Board of Director's Responsibilities for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit / loss (including other comprehensive income), consolidated changes in equity and

consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Director of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors is also responsible for overseeing the Company's financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of management's and Board of Directors' use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the IND AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 1st April 2025 taken on record by the Board of Directors of the Holding Company and on the basis of written representations received by the management from directors of its subsidiaries as on 1st April, 2025, none of the directors of the Group companies is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" wherein we have expressed an unmodified opinion.
 - h. With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.
 - i. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its consolidated financial statements. Refer Note 29 to the consolidated financial statements.
 - ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.
 - iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, outside the Group, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise,

that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. As stated in standalone financial statements of parent company:
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act.
 - (b) The board of directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination which included test checks, the group has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Place: Jaipur
Date: May 27, 2025

FOR S.MISRA & ASSOCIATES
Chartered Accountants
FRN: 004972C

CA. SACHINDRA MISRA
Partner
Membership No. 073776
UDIN: 25073776BMUICB5067

‘Annexure A’ to the Independent Auditors Report

(Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date) on the Consolidated Financial Statements for the year ended 31st March 2025 of **Compucom Software**

(xxi) In our opinion and according to the information and explanations given to us, the Companies (Auditor’s Report) Order, 2020 of the Holding Company and its subsidiary (mentioned below) did not include any unfavorable answers or qualifications or adverse remarks.

Subsidiary Company:

| Name of Subsidiary | CIN |
|---------------------------|------------------------|
| CSL Infomedia Pvt Ltd | U72200RJ2007PTC0242400 |

Place: Jaipur

Date: May 27, 2025

FOR S.MISRA & ASSOCIATES

Chartered Accountants

FRN: 004972C

CA. SACHINDRA MISRA

Partner

Membership No. 073776

UDIN: 25073776BMUICB5067

‘Annexure B’ to the Independent Auditors Report

“(Referred to in paragraph 2(F) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date) on the Consolidated Financial Statements for the year ended March 31, 2025 of Compucom Software Limited.

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

In conjunction with our audit of the consolidated financial statements of Compucom Software Limited (hereinafter referred to as “the Holding Company”) as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013, which are its subsidiary companies, as of that date.

Management’s and Board of Director’s Responsibilities for Internal Financial Controls

The Respective Management and Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the company, its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to the financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Jaipur

Date: May 27, 2025

FOR S.MISRA & ASSOCIATES

Chartered Accountants

FRN: 004972C

CA. SACHINDRA MISRA

Partner

Membership No. 073776

UDIN: 25073776BMUICB5067

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(Rs. in Lakhs)

| Particulars | Notes | As at March 31, 2025 | As at March 31, 2024 |
|---|-------|-------------------------|-------------------------|
| ASSETS | | | |
| A. Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 5 | 1,967.64 | 2,594.66 |
| (b) Capital Work-in-Progress | 5 | 2,294.22 | 1,675.56 |
| (c) Investment Property | 5A | 33.56 | 34.42 |
| (d) Intangible Assets | 6 | 28.51 | 33.35 |
| (e) Financial Assets | | | |
| (i) Investments | 7 | 5.28 | 4.34 |
| (ii) Trade Receivables | 8 | 446.61 | 446.61 |
| (iii) Other financial assets | 9 | 3,082.44 | 255.27 |
| (f) Deferred Tax Assets (Net) | | 129.09 | 58.47 |
| (g) Non-Current Tax Assets | | 656.70 | 902.61 |
| (h) Other Non-Current Assets | 11 | 215.33 | 285.16 |
| Total Non-current assets | | 8,859.38 | 6,290.45 |
| B. Current Assets | | | |
| (a) Inventories | 12 | - | 23.14 |
| (b) Financial Assets | | | |
| (i) Trade Receivables | 8 | 4,093.66 | 7,122.28 |
| (ii) Cash and Cash Equivalents | 13 | 405.61 | 307.49 |
| (iii) Bank Balances other than(ii) above | 14 | 4,621.66 | 5,090.09 |
| (v) Loans and Advances | 10 | - | 400.00 |
| (vi) Other financial assets | 9 | 117.08 | 101.00 |
| (c) Current Tax Assets (Net) | | 394.49 | 399.12 |
| (d) Other Current Assets | 11 | 579.71 | 578.72 |
| Total Current assets | | 10,212.21 | 14,021.84 |
| TOTAL ASSETS | | 19,071.59 | 20,312.29 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 15 | 1,582.50 | 1,582.50 |
| (b) Other Equity | | 12,470.69 | 12,627.58 |
| Equity Attributable to Equity shareholders | | 14,053.19 | 14,210.08 |
| Non Controlling Interests | | - | - |
| Total Equity | | 14,053.19 | 14,210.08 |
| Liabilities | | | |
| A. Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 16 | 1,502.63 | 0.08 |
| (ii) Trade Payables other than micro and small enterprises | 17 | 577.03 | 577.03 |
| (iii) Other Financial Liabilities | 18 | 209.95 | 102.70 |
| (b) Provisions | 19 | 173.30 | 137.20 |
| Total Non-current liabilities | | 2,462.91 | 817.01 |
| B. Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 16 | 1,458.45 | 3,863.52 |
| (ii) Trade Payables | | | |
| Total outstanding dues of micro and small enterprises | 17 | 38.60 | - |
| Total outstanding dues other than micro and small enterprises | 17 | 59.86 | 175.72 |
| (iii) Other Financial Liabilities | 18 | 559.22 | 650.72 |
| (b) Other Current Liabilities | 20 | 56.88 | 126.98 |
| (c) Provisions | 19 | 227.67 | 255.86 |
| (d) Current Tax Liabilities (Net) | | 154.81 | 212.40 |
| Total Current liabilities | | 2,555.49 | 5,285.20 |
| TOTAL EQUITY AND LIABILITIES | | 19,071.59 | 20,312.29 |

See accompanying notes to financial statements
As per our report of even date.

1 to 37

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICB5067

Place : Jaipur

Date : May 27, 2025

For and on behalf of Board of Directors
For Compucom Software Limited

Sd/-

Sd/-

Surendra Kumar Surana

Managing Director

DIN: 00340866

Sd/-

Vaibhav Surana

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Rs. in Lakhs)

| Particulars | Notes | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|-------|--------------------------------------|--------------------------------------|
| Revenue from Operations | 21 | 3,367.64 | 7,031.65 |
| Other Income | 22 | 641.83 | 407.75 |
| Total Income | | 4,009.47 | 7,439.40 |
| Expenses: | | | |
| Purchases of Stock-in-Trade | | - | 3,040.65 |
| Changes in inventories of finished goods, work-in-progress and Stock- in-Trade | 23 | 23.14 | (10.83) |
| Employee Benefits Expenses | 24 | 665.36 | 837.20 |
| Finance Costs | 25 | 382.66 | 215.09 |
| Depreciation and Amortization Expenses | 26 | 608.83 | 632.51 |
| Learning Solution Execution Expenses | | 598.52 | 427.10 |
| Other Expenses | 27 | 1,493.77 | 1,560.05 |
| Total Expenses | | 3,772.28 | 6,701.77 |
| Profit before exceptional and extraordinary items and tax | | 237.19 | 737.63 |
| Exceptional Items | | - | - |
| Profit before tax | | 237.19 | 737.63 |
| Tax Expenses: | | | |
| (1) For Current tax | | 154.81 | 226.47 |
| (2) For Deferred tax | | (74.81) | (25.33) |
| (3) For Earlier Years | | 9.19 | (22.48) |
| Total Tax Expenses | | 89.19 | 178.66 |
| Profit (Loss) for the period from Continuing Operations | | 148.00 | 558.97 |
| Profit/(loss) from Discontinuing Operations | | - | - |
| Tax Expense of Discontinuing Operations | | - | - |
| Profit/(Loss) from Discontinuing Operations (after tax) | | - | - |
| Profit/(Loss) for the year | | 148.00 | 558.97 |
| Other Comprehensive Income | | | |
| (A) (i) Items that will not be reclassified to profit or loss | | 15.80 | 159.94 |
| (ii) Income Tax relating to items that will not be reclassified to profit or loss | | (4.18) | (46.29) |
| (B) (i) Items that will be reclassified to profit or loss | | | |
| (ii) Income Tax relating to items that will be reclassified to profit or loss | | | |
| Total Other Comprehensive Income | | 11.62 | 113.65 |
| Total Comprehensive Income | | 159.62 | 672.62 |
| Profit attributable to | | | |
| Owners of the company | | 148.00 | 530.56 |
| Non controlling interest | | - | 28.41 |
| Total Comprehensive Income attributable to | | | |
| Owners of the company | | 159.62 | 643.03 |
| Non controlling interest | | - | 29.59 |
| Earnings Per Equity Share (in Rs.) | | | |
| (1) Basic | 28 | 0.19 | 0.67 |
| (2) Diluted | 28 | 0.19 | 0.67 |

See accompanying notes to financial statements

1 to 37

As per our report of even date.

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICB5067

Place : Jaipur

Date : May 27, 2025

For and on behalf of Board of Directors
For Compucom Software Limited

Sd/-

Surendra Kumar Surana

Managing Director

DIN: 00340866

Sd/-

Vaibhav Surana

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025

(Rs. in Lakhs)

| Particulars | Notes | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|-------|--------------------------------------|--------------------------------------|
| Cash Flow from Operating Activities: | | | |
| Profit Before Tax | | 237.19 | 737.63 |
| Adjustments to reconcile profit to net cash provided by operating activities : | | | |
| Interest expenses | 25 | 368.21 | 192.49 |
| Interest Income | 22 | (500.09) | (363.16) |
| Rental income | | (29.75) | (23.19) |
| Depreciation | 26 | 608.83 | 632.51 |
| Provision for gratuity | | 51.89 | 56.44 |
| Profit on sale of Property, plant & equipment | | (34.48) | - |
| Net gain on Investments | | (0.94) | (2.22) |
| Operating Profit before Working Capital Changes | | 700.86 | 1,230.50 |
| Trade Receivables | | 3,028.63 | (4,134.93) |
| Inventory | | 23.14 | (10.83) |
| Other financial assets and other assets | | 303.29 | 305.28 |
| Trade payables | | (77.26) | 25.23 |
| Other financial liabilities, other liabilities and provisions | | (82.53) | (556.50) |
| Cash Generated from Operations | | 3,896.13 | (3,141.25) |
| Income Tax Paid | | (221.59) | (201.28) |
| Net Cash Flow from Operations | | 3,674.54 | (3,342.53) |
| Cash Flow from Investing Activities | | | |
| Interest Income | 22 | 500.09 | 363.16 |
| Rental income | | 29.75 | 23.19 |
| Purchase of Property, plant & equipment | | (640.29) | (448.77) |
| Proceeds from sale of property, plant and equipment | | 80.00 | - |
| Sale of investment | | - | 19.87 |
| Purchase of investment | | - | (418.95) |
| Loans and advances received/ (given) | | 400.00 | (400.00) |
| Bank deposit placed (net) | | (2,358.74) | (1,776.43) |
| Net Cash flow From Investing Activities | | (1,989.19) | (2,637.93) |
| Cash Flows from Financing Activities | | | |
| Interest expenses | 25 | (368.21) | (192.49) |
| Borrowings (Non Current & Current) | | (902.52) | 3,759.21 |
| Dividend Paid (Including Dividend Tax) | | (316.50) | (316.50) |
| Net Cash Flow From Financing Activities | | (1,587.23) | 3,250.22 |
| Total Increase/(Decrease) in Cash and Cash Equivalents | | 98.12 | (2,730.24) |
| Cash and Cash Equivalents at the beginning of the year | | 307.49 | 3,037.73 |
| Cash and Cash Equivalents at the end of the year | | 405.61 | 307.49 |

See accompanying notes to financial statements

1 to 37

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICB5067

Place : Jaipur

Date : May 27, 2025

For and on behalf of Board of Directors
For Compucom Software Limited

Sd/-

Vaibhav Surana

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A. EQUITY SHARE CAPITAL

| Equity shares of Rs. 2 each issued, subscribed and fully paid | Numbers of shares (in Lakhs) | Amount (Rs. in Lakhs) |
|---|------------------------------|-----------------------|
| As at April 1, 2023 March 31, 2024 and March 31, 2025 | 791.25 | 1,582.50 |

B. OTHER EQUITY

(in Lakhs)

| Particulars | Equity Share Capital | Reserve and surplus | | | | Other Comprehensive Income | | Total Equity | Total Equity |
|--|----------------------------|-----------------------------------|--------------------|--------------------|---------------------|--|--|--|--|
| | | Securities Premium Reserves | General Reserve | Capital Reserve | Retained Earning | Foreign Currency trans- lation Reserve | Remasur- ement of the net defined benefit liability/ asset | Attribut- able to Equity Share- holder | Attribut- able to Non Con- trolling Interest |
| Balance as on April 1, 2023 | 1,582.50 | 1,352.97 | 1,484.79 | 211.83 | 9,251.51 | - | 73.21 | 13,956.81 | 316.09 |
| Profit for the year | - | - | - | - | 530.56 | - | - | 530.56 | 28.41 |
| Remeasurement of the net defined benefit liability/asset (net) | - | - | - | - | - | - | 112.47 | 112.47 | 1.17 |
| Dividend declared - Paid | - | - | - | - | (316.50) | - | - | (316.50) | - |
| Transaction with non-controlling interest | - | - | - | - | (73.27) | - | - | (73.27) | (345.67) |
| Balance as at the end of the year March 31, 2024 | 1,582.50 | 1,352.97 | 1,484.79 | 211.83 | 9,392.31 | - | 185.68 | 14,210.08 | - |
| Profit for the year | - | - | - | - | 148.00 | - | - | 148.00 | - |
| Remeasurement of the net defined benefit liability/asset (net) | - | - | - | - | - | - | 11.62 | 11.62 | - |
| Dividends declared - Paid | - | - | - | - | (316.50) | - | - | (316.50) | - |
| Transaction with non-controlling interest | - | - | - | - | - | - | - | - | - |
| Balance as at the end of the year March 31, 2025 | 1,582.50 | 1,352.97 | 1,484.79 | 211.83 | 9,223.82 | - | 197.30 | 14,053.19 | - |

See accompanying notes to financial statements

1 to 37

As per our report of even date.

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICB5067

Place : Jaipur

Date : May 27, 2025

For and on behalf of Board of Directors

For Compucom Software Limited

Sd/-

Surendra Kumar Surana

Managing Director

DIN: 00340866

Sd/-

Vaibhav Surana

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer
(CFO)

Sd/-

CS Varsha Ranee Chaudhary

Company Secretary &

Compliance Officer

M.No.: ACS39034

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Note 01

CORPORATE INFORMATION

Compucom Software limited ('the Company') operates in areas like E-Governance projects, ICT Education Projects, software design & development, electronic media, IT & media training & learning Solutions, Wind Power generation, Hospitality sector etc.

The Company is a Public Limited Company incorporated and domiciled in India and has its registered office in Jaipur, Rajasthan, India. The Company has its primary listings on the BSE Limited, National Stock Exchange of India Limited and Calcutta stock exchange.

The Consolidated financial statements are approved for issue by the Company's Board of Directors in its meeting held on May 27, 2025.

Note 02

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

A. Basis of preparation

These Consolidated financial statements are prepared on a going concern basis, in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for financial instruments which are measured at fair values or amortized cost at the end of each reporting period and the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with relevant rule of the Companies (Indian Accounting Standards) Rules, 2015. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. Use of estimates and judgment

(a) Use Of estimates:

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income that are reported and disclosed in the financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used, but not limited to accounting for costs expected to be incurred to complete performance under service arrangements, allowance for uncollectible accounts receivables and unbilled revenue, accrual of warranty costs, income taxes, future obligations under employee benefit plans, the useful lives of property, equipment and intangible assets, impairment of property, equipment, intangibles and goodwill, valuation allowances for deferred tax assets, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Actual results could differ from those estimates.

(b) Significant Judgement Contingencies:

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements. While considering the possible, probable and remote analysis of taxation, legal and other claims, there is always a certain degree of judgement involved pertaining to the application of the legislation which in certain cases is supported by views of tax experts and/or earlier precedents in similar matters. Although there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position or profitability.

Note 03
A. Basis of consolidation

Compucom Software Limited consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company and its subsidiary. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions, including unrealized gain / loss from such transactions, are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiary that are not, directly or indirectly, owned or controlled by the Company, are excluded.

Note 04
SIGNIFICANT ACCOUNTING POLICIES
A. Fair value measurement

The Group measures financial instruments, such as, investment in securities and other assets wherever necessary at fair value at balance sheet date wherever necessary. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the market conditions and risks existing at each reporting period date. The methods used to determine fair value include available quoted market process and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

For financial assets and liabilities maturing within one year from balance sheet date which is not carried at fair value, the carrying amount of such assets and liabilities were carried at amortized cost.

B. Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

Liability is current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Some line items presented in the financial statements have been reclassified under different heads and sub heads to encourage appropriate disclosure of information contained, beginning from the earliest period presented in the financial statements.

C. Functional and presentation currency

The Consolidated financial statements are prepared in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lacs.

D. Revenue recognition
1. Revenue from operations: -
a) Compucom Software Limited

- Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.
- Revenue from contracts which are on time and material basis are recognized when services are rendered, and related costs are incurred.
- Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- Revenue from sale of power is recognized on the basis of actual units generated and transmitted to the purchaser.
- Revenue from the sale of hardware and goods is recognized at the point in time when control is transferred to the customer.
- In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.
- Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognized at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customization services rendered significantly modifies or customizes the software, these services and software are accounted for as a single performance obligation and revenue is recognized over time on a POC method.
- Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.
- The company has the policy recognizing revenue based on certain time and material contracts which is recognized when the related services are performed and revenue from the end of last billing to balance sheet date is recognized as unbilled revenues (accrued income).

b) CSL Infomedia Private Limited

- Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.
- Revenue from time and material and job contracts is recognized on output basis measured by units delivered, efforts expended, number of transactions processed, etc. The revenue on services provided is recognized when it can be ascertained with reasonable accuracy in line with the contracts entered into and after the rendering of services has been done and there is reasonable assurance that the revenue or the economic benefits associated with it is set to flow into the entity.
- Revenue from the sale of distinct third-party hardware is recognized at the point in time when control is transferred to the customer.
- Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.
- Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.
- Unearned and deferred revenue ("contract liability") is recognized when there is billings in excess of revenues.
- The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

2. Dividends

Dividend income is recognized in the statement of profit and loss only when

- the entity's right to receive payment of the dividend is established;
- it is probable that the economic benefits associated with the dividend will flow to the entity; and
- the amount of the dividend can be measured reliably.

3. Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate.

E Property, plant and equipment

1. Property, plant and equipment at office and at site

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in the Statement of Profit and Loss.

Assets held for sale are carried at lower of their carrying value or fair value less cost to sell.

Property, plant and equipment are stated at cost comprising of purchase price and any initial directly attributable cost of bringing the asset to its working condition for its intended use, less accumulated depreciation (other than freehold land) and impairment loss, if any. Major machinery spares parts are capitalized when they meet the definition of Property, Plant and Equipment.

Repairs and maintenance cost are recognized in the Statement of Profits or Loss as incurred.

2. Capital work in progress (CWIP)

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized in CWIP until the period of commissioning has been completed and the asset is ready for its intended use.

3. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property and other equipment has been provided on the straight-line method.

Based on technical evaluation, the management believes that the useful lives as given below best represent the period over which the management expects to use the asset.

| Assets | Useful life in years |
|---|----------------------|
| Factory buildings | 30 |
| Residential buildings | 60 |
| Solar Power Equipment | 15 |
| Computers and data processing equipment | 3 |
| Machinery for power project | 22 |
| Machinery | 15 |
| Office equipment | 5 |
| Furniture and fixtures | 10 |
| Vehicles | 8 |
| Copyright and trademark | 10 |

The useful lives of the above assets are in line with the useful lives as prescribed under Part C of schedule II of the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair apportionment of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

F. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortized over their estimated useful life.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

G. Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs than an entity incurs in connection with the borrowings of the funds.

H. Impairment of assets

The Group assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment, Goodwill and Other Intangible Assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

I. Financial instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

1. Initial Recognition and Measurement – Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

2. Classification and Subsequent Measurement: Financial Assets.

The Group classifies financial assets as subsequently measured at amortized cost, fair value through Other Comprehensive Income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- “ the entity's business model for managing the financial assets and
- “ the contractual cash flow characteristics of the financial asset.

a) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if following both of the conditions are met:

- a) It is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if both of the following conditions are met:

The financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling of financial asset and:

The contractual terms of financial asset give rise on specified dates that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

d) Impairment of Financial Assets:

The Group assesses on a forward-looking basis the expected credit loss associated with its assets carried amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition, an amount of reasonable provision is measured and recognized as loss of allowance on the basis of historical experience and internal technical analysis. The classification of trade receivables in terms of expected realization has been done by the management based on the past experience of the management.

Classification and Subsequent measurement: Financial Liabilities

The Group financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

e) Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognized in the Statement of Profit and Loss.

f) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

g) Derecognition of Financial Assets and Financial Liabilities:

The Group de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognized on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

h) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

i) Derivative financial instruments and hedge accounting

The Group currently did not have any derivative financial instruments nor there any hedging contract outstanding at the balance sheet date.

j) Cash and Cash Equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and short-term money market deposits having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

J. Inventories

Inventories are valued at the lower of cost and net realizable value. Net realizable value is determined based on estimated selling price, less further costs expected to be incurred to completion and disposal.

K. Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their nature. The costs of the Group are broadly categorized into employee benefit expenses, Learning Solution Execution Expenses, Finance Costs, depreciation and amortization and other expenses. Employee benefit expenses include salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Other expenses mainly include fees to external consultancy expenses, travel expenses, communication expenses, bad debts and advances written off, Rent and Facility Support, Insurance expenses and other expenses. Other expenses is an aggregation of costs which are individually not material such as News Paper & Magazines, Demat Expenses, Postage & Telegram, entertainment, etc.

L. Taxation

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

1. Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'Profit Before Tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

2. Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

M. Retirement and other Employee benefit schemes

1. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

2. Post-Employment Benefits Gratuity

a) Defined Contribution Plan

The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

b) Defined Benefit Plans

The Group pays gratuity to the employees who have completed five years of service with the Company at the time of resignation. The gratuity is paid @15 days basic salary for every completed year of service as per the Payment of Gratuity Act, 1972. The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities. The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Remeasurements gains and losses arising from adjustments and changes in actuarial assumptions are recognized in the period in which they occur in Other Comprehensive Income.

3. The code on social security 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labor and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stake holders which are under active consideration by the Ministry. The Company and its Indian subsidiaries will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

N. Provisions and Contingent liabilities

1. General

Provisions are recognized when the group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre- tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements.

2. Restoration, expenses and handover costs:

Provision is made for costs associated with restoration, expenses & handover of projects as soon as the obligation to incur such costs arises. Such costs are on estimate basis and they are normally incurred as and when the event probable to the outflow of economic benefits takes shape. The costs are estimated on the basis of various reports

and estimates made by the competent personnel present and the sites and after due verification and also are based on the amounts as prescribed in the contracts entered on earlier. The provision made for various expenses has been estimated to such extent as required to settle the obligations. The management estimates that the settlement of the provisions will be done in current year and hence no discounting is necessary.

O. Foreign currency translation

The functional currency for the Compucom Software Limited and CSL Infomedia Private Limited is determined as the currency of the primary economic environment in which it operates. For Compucom Software Limited and CSL Infomedia Private Limited, the functional currency is the local currency of the country in which it operates, which is Indian Rupee.

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined. Statement of profit and loss of such entities has been translated using weighted average exchange rates.

All exchange differences are included in the Consolidated Statement of Profit and Loss.

Transactions Relating to Foreign Exchange Earnings & Outgo are specified below;- (In Lacs)

| Particulars | F.Y 2024-25 | F.Y 2023-24 |
|----------------------|--------------------|--------------------|
| CIF value of imports | - | - |
| FOB value of exports | 9.91 | 68.28 |
| Other income | 4.13 | 1.54 |

P. Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the comprehensive income attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

Q. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer i.e. CEO. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses ". It is practically not possible for the group to ascertain segmental assets and liabilities with proper accuracy due to the location and swap use of assets and some liabilities despite management's constant effort.

R. Cash dividend to equity shareholders of the Company

The Company recognizes a liability to makes distribution to equity shareholders of the Company when the distribution is authorized and it is no longer at the discretion of the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholders' approval. Dividends are paid in Indian Rupees.

Dividend Remitted in Foreign Currency:-

| | | |
|---------------------------|---------|---------|
| Paid in Financial Year | 2024-25 | 2023-24 |
| Related to Financial Year | 2023-24 | 2022-23 |
| Dividend Paid (Rs. lacs) | - | 0.076 |
| No. of Shareholders | - | 2 |
| No of Shares (in Numbers) | - | 24,000 |

S. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company

Note 05: PROPERTY, PLANT AND EQUIPMENT

(Rs. in Lakhs)

| Particulars | Free hold land | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Office Equipments | Power Plants | Total |
|------------------------------------|----------------|---------------|---------------------|------------------------|---------------|-------------------|-----------------|-----------------|
| At Cost As at April 1, 2023 | 170.34 | 319.08 | 3,611.07 | 374.57 | 130.67 | 36.46 | 1,722.64 | 6,364.83 |
| Additions | | 300.29 | 58.43 | 13.82 | | 1.07 | 18.37 | 391.98 |
| Disposals | | | 73.77 | | | | | 73.77 |
| Adjustments/translation difference | | | | | | | | - |
| As at March 31, 2024 | 170.34 | 619.37 | 3,595.73 | 388.39 | 130.67 | 37.53 | 1,741.01 | 6,683.04 |
| Additions | - | | 19.84 | 1.55 | | 0.25 | | 21.64 |
| Disposals | - | - | - | - | - | - | 579.00 | 579.00 |
| Adjustments/translation difference | - | - | - | - | - | - | - | - |
| As at March 31, 2025 | 170.34 | 619.37 | 3,615.57 | 389.94 | 130.67 | 37.78 | 1,162.01 | 6,125.68 |
| Accumulated depreciation | | | | | | | | |
| As at April 1, 2023 | - | 101.62 | 1,841.89 | 163.03 | 88.46 | 24.05 | 1,316.11 | 3,535.16 |
| Depreciation charge for the year | - | 7.03 | 481.36 | 53.91 | 7.41 | 0.32 | 76.77 | 626.80 |
| Disposals | - | - | 73.57 | - | - | - | - | 73.57 |
| Adjustments/translation difference | - | - | - | - | - | - | - | - |
| As at March 31, 2024 | - | 108.65 | 2,249.68 | 216.94 | 95.87 | 24.37 | 1,392.88 | 4,088.39 |
| Depreciation charge for the year | - | 9.80 | 469.82 | 53.68 | 6.68 | 0.46 | 62.69 | 603.13 |
| Disposals | - | - | - | - | - | - | 533.48 | 533.48 |
| Adjustments/translation difference | - | - | - | - | - | - | - | - |
| As at March 31, 2025 | - | 118.45 | 2,719.50 | 270.62 | 102.55 | 24.83 | 922.09 | 4,158.04 |
| Net Book Value | | | | | | | | |
| As at March 31, 2024 | 170.34 | 510.72 | 1,346.05 | 171.45 | 34.80 | 13.16 | 348.14 | 2,594.66 |
| As at March 31, 2025 | 170.34 | 500.92 | 896.07 | 119.32 | 28.12 | 12.95 | 239.92 | 1,967.64 |

Notes:

The Group has no such immovable properties whose title deeds are not held in the name of the company. The company has not revalued its property, plant and equipment.

(Rs. in Lakhs)

| Carrying amount of Capital work in progress | As at March 31, 2025 | As at March 31, 2024 | As at April 1, 2023 |
|---|----------------------|----------------------|---------------------|
| Hotel | 2,121.00 | 1,671.12 | 1,615.11 |
| Cold Storage | 173.22 | 4.44 | 3.48 |
| Total | 2,294.22 | 1,675.56 | 1,618.59 |

Capital work in progress (CWIP) ageing schedule for the years ended as on March 31, 2025 and March 31, 2024 is as follows:

(Rs. in Lakhs)

| CWIP | Amount in CWIP for a period of | | | | |
|-----------------------------|--------------------------------|---------------|---------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31 March, 2025 | | | | | |
| Hotel | 449.88 | 56.01 | 257.49 | 1357.62 | 2,121.00 |
| Cold Storage | 168.77 | 0.97 | 3.48 | | 173.22 |
| Total | 618.65 | 56.98 | 260.97 | 1357.62 | 2,294.22 |
| As at 31 March, 2024 | | | | | |
| Hotel | 56.01 | 257.49 | 186.27 | 1171.34 | 1,671.12 |
| Cold Storage | 0.97 | 3.48 | 0.00 | 0.00 | 4.44 |
| Total | 56.98 | 260.97 | 186.27 | 1171.34 | 1,675.56 |

NOTE 05A INVESTMENT PROPERTY

(Rs. In Lakhs)

| Particulars | 2024-25 | 2023-24 |
|----------------------------------|---------|---------|
| Cost | | |
| Opening Balance | 55.05 | 55.05 |
| Additions | - | - |
| Disposals/ adjustments | - | - |
| Closing Balance | 55.05 | 55.05 |
| Accumulated depreciation | | |
| Opening Balance | 20.63 | 19.75 |
| Depreciation charge for the year | 0.88 | 0.88 |
| Disposals/ adjustments | - | - |
| Closing Balance | 21.51 | 20.63 |
| Net Book Value | | |
| Opening Balance | 34.42 | 35.30 |
| Closing Balance | 33.56 | 34.42 |

Group has an investment property having a fair value of Rs. 182.30 lacs

NOTE 06 INTANGIBLE ASSETS

(Rs. In Lakhs)

| Particulars | Computer Software | Marketing rights | Intangible Asset | Licenses and Franchise | Total |
|------------------------------------|-------------------|------------------|------------------|------------------------|---------------|
| At Cost as at April 1, 2023 | 169.21 | 80.21 | 46.36 | 20.51 | 316.29 |
| Additions | - | - | - | - | - |
| Disposals/ adjustments | - | - | - | - | - |
| As at March 31, 2024 | 169.21 | 80.21 | 46.36 | 20.51 | 316.29 |
| Additions | - | - | - | - | - |
| Disposals/ adjustments | - | - | - | - | - |
| As at March 31, 2025 | 169.21 | 80.21 | 46.36 | 20.51 | 316.29 |
| Amortization | | | | | |
| As at April 1, 2023 | 169.21 | 80.21 | 8.34 | 20.34 | 278.10 |
| Charge for the year | - | - | 4.79 | 0.05 | 4.84 |
| Disposals/Adjustments | - | - | - | - | - |
| As at March 31, 2024 | 169.21 | 80.21 | 13.13 | 20.39 | 282.94 |
| Charge for the year | - | - | 4.79 | 0.05 | 4.84 |
| Disposals/Adjustments | - | - | - | - | - |
| As at March 31, 2025 | 169.21 | 80.21 | 17.92 | 20.44 | 287.78 |
| Net Book Value | | | | | |
| As at March 31, 2024 | - | - | 33.23 | 0.12 | 33.35 |
| As at March 31, 2025 | - | - | 28.44 | 0.07 | 28.51 |

NOTE:

a). Group has no such intangible asset under development.

NOTE 07 INVESTMENTS (NON-CURRENT)

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| Financial assets measured at amortized cost | | |
| Investment in national saving certificate | 0.54 | 0.52 |
| Financial assets measured at fair value through profit and loss | | |
| Investment in mutual funds-quoted | 0.78 | 0.43 |
| Investment in equity instruments quoted | 3.96 | 3.39 |
| Total | 5.28 | 4.34 |

NOTE 08 TRADE RECEIVABLES

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------------------|-------------------------|-------------------------|
| Non-Current: | | |
| Unsecured, considered good | 446.61 | 446.61 |
| Total | 446.61 | 446.61 |
| Current: | | |
| Unsecured, considered good | 4,093.66 | 7,122.28 |
| Total | 4,093.66 | 7,122.28 |

Trade Receivables ageing schedule for the years ended as on March 31, 2025 and March 31, 2024 is as follows:

(Rs. In Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|---------------------|-----------------|---------------|----------------------|-----------------|
| | Less than 6 months | 6 months- 1 year | 1-2 years | 2-3 years | More than 3 years | |
| As at 31 March, 2025 | | | | | | |
| Current | | | | | | |
| Undisputed trade receivables - considered good | 1,136.04 | 158.00 | 1,501.44 | 180.19 | 1,117.99 | 4,093.66 |
| Disputed trade receivables - considered good | - | - | - | - | - | - |
| Non-Current | | | | | | |
| Disputed trade receivable - considered good | - | - | - | - | 446.61 | 446.61 |
| Total | 1,136.04 | 158.00 | 1,501.44 | 180.19 | 1,564.60 | 4,540.27 |
| As at 31 March, 2024 | | | | | | |
| Current | | | | | | |
| Undisputed trade receivables - considered good | 3,150.96 | 2,536.90 | 208.87 | 171.29 | 1,054.26 | 7,122.28 |
| Disputed trade receivables - considered good | - | - | - | - | - | - |
| Non-Current | | | | | | |
| Disputed trade receivable - considered good | - | - | - | - | 446.61 | 446.61 |
| Total | 3,150.96 | 2,536.90 | 208.87 | 171.29 | 1,500.88 | 7,568.89 |

NOTE:

Trade Receivables of Rs.446.61 lacs (previous year 446.61 lacs) shown under non-current trade receivable (Shown in the Balance Sheet under Non-Current Assets) relate to the Board of Secondary Education, Rajasthan (BSER) Project and are outstanding for more than 10 years. In respect of these receivables the Company was in the Arbitration Proceedings as directed by The Honorable Rajasthan High Court on a plea filed by the Company. The arbitration proceeding was decided in favor of the company. The BSER then preferred an appeal with the Commercial Court. The Commercial Court has rejected the appeal of BSER. The BSER filed an appeal with Honorable Rajasthan High Court, against the order of Honorable Commercial Court. The Company filed its objections before the Rajasthan High Court. The Rajasthan High Court in its order dated 4.01.22 stayed the order of Commercial Court with the condition that 50% of the amount as decreed by the Commercial court shall be deposited by BSER with the Commercial Court and the company shall be at liberty to withdraw that amount on the condition that if BSER succeeds in the appeal the amount shall be refunded by the company with 9% interest p.a. Accordingly the company has received a sum of Rs. 396.44 lacs during the financial year 2021-22.

NOTE 09 OTHER FINANCIAL ASSETS

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Non-Current: | | |
| Investment in Term Deposits having maturity more than 12 months | 3,082.44 | 255.27 |
| Total | 3,082.44 | 255.27 |
| Current: | | |
| Interest accrued but not due | 117.08 | 101.00 |
| Total | 117.08 | 101.00 |

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| NOTE 10 LOANS AND ADVANCES | | |
| Current | | |
| Unsecured, considered good | - | - |
| Loan to related parties | - | 400.00 |
| Total | - | 400.00 |
| NOTE 11 OTHER ASSETS | | |
| Non-current | | |
| Unsecured, considered good | | |
| Capital advances | 141.74 | 101.60 |
| Security Deposits | 73.59 | 183.56 |
| Total | 215.33 | 285.16 |
| Current | | |
| Unsecured, considered good | | |
| Accrued income | 65.27 | 43.61 |
| Advances against government dues | 62.67 | - |
| Advance for supply of goods and services | 75.02 | 85.62 |
| Advances to employees-salary advance | 19.44 | 48.88 |
| Deferred revenue expense | 272.43 | 309.32 |
| Prepaid expenses | 84.88 | 91.29 |
| Total | 579.71 | 578.72 |
| NOTE 12 INVENTORIES | | |
| Finished goods | - | 23.14 |
| Total | - | 23.14 |
| NOTE 13 CASH AND CASH EQUIVALENTS | | |
| Balances with banks in current and deposit account | 282.90 | 140.82 |
| Cheques, drafts on hand | 112.33 | 152.57 |
| Cash on hand | 10.38 | 14.10 |
| Total | 405.61 | 307.49 |
| NOTE 14 OTHER BANK BALANCES | | |
| Investment in term deposit (with original maturity of more than 3 months but less than 12 months) | 4,604.08 | 5,072.76 |
| Earmarked unpaid dividend accounts | 17.58 | 17.33 |
| Total | 4,621.66 | 5,090.09 |
| NOTE 15 Equity Share Capital | | |
| A. Authorized equity share capital | | |
| Equity share of Rs. 2 each | 2,000.00 | 2,000.00 |
| No. of shares (In Lakhs) | 1,000.00 | 1,000.00 |
| B. Issued, subscribed and paid up | | |
| Equity share of Rs. 2 each | 1,582.50 | 1,582.50 |
| No. of shares (In Lakhs) | 791.25 | 791.25 |
| C. Details of shareholders holding more than 5% shares in the company | | |
| Rishab Infotech Private Limited | | |
| No. of shares (In Lakhs) | 152.39 | 152.57 |

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| % of holding | 19.26% | 19.28% |
| Sambhav Infotech Private Limited | | |
| No. of shares (In Lakhs) | 187.45 | 187.63 |
| % of holding | 23.69% | 23.71% |
| Compucom Technologies Private Limited | | |
| No. of shares (In Lakhs) | 198.69 | 198.26 |
| % of holding | 25.11% | 25.06% |

Shares held by promoters as at March 31, 2025

| S. No. | Promoter Name | No. of Shares (In Lakhs) | % of total Shares | % Change during the year |
|--------|---------------------------------------|-----------------------------|----------------------|-----------------------------|
| 1. | Surendra Kumar Surana | 20.38 | 2.58 | - |
| 2. | Soma Surana | 0.05 | 0.01 | - |
| 3. | Vaibhav Suranaa | 1.89 | 0.24 | - |
| 4. | Compucom Technologies Private Limited | 198.69 | 25.11 | 0.22% |
| 5. | Rishab Infotech Private Limited | 152.39 | 19.26 | -0.12% |
| 6. | Sambhav Infotech Private Limited | 187.45 | 23.69 | -0.10% |
| 7. | Ajay Kumar Surana | - | - | -100.00% |
| | Total | 560.85 | 70.89 | |

Shares held by promoters as at March 31, 2024

| S. No. | Promoter Name | No. of Shares (In Lakhs) | % of total Shares | % Change during the year |
|--------|---------------------------------------|-----------------------------|----------------------|-----------------------------|
| 1 | Surendra Kumar Surana | 20.38 | 2.58 | -2.67% |
| 2 | Soma Surana | 0.05 | 0.01 | - |
| 3 | Vaibhav Suranaa | 1.89 | 0.24 | - |
| 4 | Compucom Technologies Private Limited | 198.26 | 25.06 | -0.14% |
| 5 | Rishab Infotech Private Limited | 152.57 | 19.28 | -0.59% |
| 6 | Sambhav Infotech Private Limited | 187.63 | 23.71 | - |
| 7 | Ajay Kumar Surana | 0.10 | 0.01 | -94.44% |
| | Total | 560.88 | 70.89 | |

Terms/Rights attached to equity shares

The company has one class of equity shares having a par value of Rs.2 per share. Each equity shareholder is eligible for one vote per share held. Each equity shareholder is entitled to dividend as and when declared by the company. Interim dividend is paid as and when declared by the board. Final dividend is paid after obtaining shareholders' approval. Dividends are paid in Indian rupees.

NOTE 16 BORROWINGS

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-------------------------------------|-------------------------|-------------------------|
| Non-current: | | |
| Term loan | 102.63 | 0.08 |
| Unsecured loan from related parties | 1,400.00 | - |
| Total | 1,502.63 | 0.08 |
| Current: | | |
| Other bank credit | 1,273.45 | 2,478.52 |
| Unsecured loan from related parties | 185.00 | 1,385.00 |
| Total | 1,458.45 | 3,863.52 |

Movement in Borrowings during the year is provided below:

(Rs. In Lakhs)

| Particulars | Short Term Borrowings | Long Term Borrowing |
|-----------------------------|-----------------------|---------------------|
| As at April 1, 2023 | 104.40 | - |
| inflow/(outflow) | 3,759.12 | 0.08 |
| As at March 31, 2024 | 3,863.52 | 0.08 |
| inflow/(outflow) | (2,405.07) | 1,502.55 |
| As at March 31, 2025 | 1,458.45 | 1,502.63 |

NOTE 17 TRADE PAYABLES

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|----------------------|----------------------|
| Non-Current | | |
| Trade Payables | 577.03 | 577.03 |
| Total | 577.03 | 577.03 |
| Current | | |
| Total outstanding dues of micro and small enterprises | 38.60 | - |
| Total outstanding dues of creditors other than micro and small enterprises | 59.86 | 175.72 |
| Total | 98.46 | 175.72 |

Trade Payable ageing schedule for the years ended as on March 31, 2025 and March 31, 2024 is as follows:

(Rs. In Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|---------------------------------|--|--------------|-------------|-------------------|---------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| As at 31 March, 2025 | | | | | |
| Current | | | | | |
| (i) MSME | 38.60 | - | - | - | 38.60 |
| (ii) Other than MSME | 59.32 | - | 0.54 | - | 59.86 |
| Non-current | | | | | |
| (i) MSME | - | - | - | - | - |
| (ii) Other than MSME – Disputed | - | - | - | 577.03 | 577.03 |
| Total | 97.92 | - | 0.54 | 577.03 | 675.49 |
| As at 31 March, 2024 | | | | | |
| Current | | | | | |
| (i) MSME | - | - | - | - | - |
| (ii) Other than MSME | 103.95 | 25.76 | 0.54 | 45.47 | 175.72 |
| Non-current | | | | | |
| (i) MSME | - | - | - | - | - |
| (ii) Other than MSME – Disputed | - | - | - | 577.03 | 577.03 |
| Total | 103.95 | 25.76 | 0.54 | 622.50 | 752.75 |

NOTE:-

- There is no interest on the dues to Micro, Small and Medium Enterprises (MSME).
- Trade Payables of Rs. 577 lacs (Shown in the BS under Non-Current Liabilities Trade Payable Other Than MSME) are related to ABA's of above referred BSER project. The payment of these Trade Payables is dependent upon realization of remaining Trade Receivables of Rs. 446.61 lacs (being the original amount) related to the above referred BSER project as per the Terms of Agreement with the ABA's. Since the release of payment of Rs. 396.44 lacs upon the direction of Honorable Rajasthan High Court is not final but conditional that if BSER succeeds in its appeal before the Rajasthan High Court, this amount shall be refunded back by the company to BSER. Therefore, the company has not made any provision for impairment of the receivables of Rs. 843.05 lacs (being the original amount) or Rs. 446.61 lacs (being the remaining amount) even after receiving Rs. 396.44 lacs. since the company is hopeful of positive outcome of the Rajasthan High Court case and hopeful

of receiving the remaining amount of Rs. 446.61 lacs. The company has not reversed the corresponding trade payables of Rs. 577 lacs, since the company envisages to clear the dues of the trade payables after final outcome of the Rajasthan High Court judgement in line with the terms of the agreement with the ABAs.

NOTE 18 OTHER FINANCIAL LIABILITIES

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------|-------------------------|-------------------------|
| Non-current: | | |
| EMD/ SD from Vendors | 209.95 | 102.70 |
| Total | 209.95 | 102.70 |
| Current: | | |
| Expenses payable | 21.91 | 10.21 |
| Income received in advance | 481.54 | 582.80 |
| Salary & allowances payable | 38.19 | 40.38 |
| Unpaid dividends | 17.58 | 17.33 |
| Total | 559.22 | 650.72 |

• Unpaid dividends represent the dividends not paid before they are transferred to investor education and protection fund.

NOTE 19 PROVISIONS
Non- current

| Particulars | Provision for Gratuity | Total |
|-----------------------------|---------------------------|---------------|
| As at April 1, 2023 | 245.43 | 245.43 |
| Addition during the year | 18.09 | 18.09 |
| Utilized | (126.32) | (126.32) |
| As at March 31, 2024 | 137.20 | 137.20 |
| Addition during the year | 42.66 | 42.65 |
| Reverse/ utilized | (6.55) | (6.55) |
| As at March 31, 2025 | 173.30 | 173.30 |

• The provision for Gratuity represents the Company's best estimate of the costs which will be incurred in the future to meet the obligations under the laws of the Payment of Gratuity Act 1972. The principal gratuity cost that the company will be required to pay on fulfillment of certain conditions based on actuarial valuation.

Current

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Provision for gratuity | 23.69 | 23.72 |
| Provision for Projects Execution Expense (Refer NOTE 19A) | 203.98 | 232.14 |
| Total | 227.67 | 255.86 |
| The movement in Provision for project execution expenses are as follows (NOTE 19A) | | |
| Opening Balance | 232.14 | 421.55 |
| Provision recognised | 452.42 | 464.85 |
| Provision utilised/reversed | (480.58) | (654.26) |
| Closing Balance | 203.98 | 232.14 |

NOTE 20 OTHER CURRENT LIABILITIES
Current

| | | |
|---------------------------------|--------------|---------------|
| Statutory and Other liabilities | 56.88 | 126.98 |
| Total | 56.88 | 126.98 |

Statutory and other liabilities include majorly the dues to government like GST payable etc.

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| NOTE 21 REVENUE FROM OPERATIONS | | |
| Sale of Services | 3,287.40 | 6,873.86 |
| Sale of products | 80.24 | 157.79 |
| Total | 3,367.64 | 7,031.65 |
| NOTE 22 OTHER INCOME | | |
| Interest Income | 500.09 | 363.16 |
| Profit on sale Property, plant & equipment | 34.48 | 0.67 |
| Other non-operating income | 107.26 | 43.92 |
| Total | 641.83 | 407.75 |
| NOTE 23 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS | | |
| Opening inventory | | |
| Finished goods | 23.14 | 12.31 |
| Total | 23.14 | 12.31 |
| Closing inventory | | |
| Finished goods | - | 23.14 |
| Total | - | 23.14 |
| Changes in Inventory | 23.14 | (10.83) |
| NOTE 24 EMPLOYEE BENEFIT EXPENSE | | |
| Salaries, wages and bonus | 577.30 | 693.21 |
| Contributions to Gratuity fund | 58.43 | 57.63 |
| Contribution to provident and other funds | 26.41 | 84.88 |
| Staff welfare expenses | 3.22 | 1.48 |
| Total | 665.36 | 837.20 |
| NOTE 25 FINANCE COSTS | | |
| Interest expense on borrowings | 368.21 | 192.49 |
| B.G. Commission & Bank Charges | 14.45 | 22.60 |
| Total | 382.66 | 215.09 |
| NOTE 26 DEPRECIATION AND AMORTIZATION EXPENSES | | |
| Depreciation on property, plant and equipment | 603.13 | 626.80 |
| Depreciation on investment property | 0.88 | 0.88 |
| Amortization of intangible assets | 4.84 | 4.84 |
| Total | 608.83 | 632.51 |
| NOTE 27 OTHER EXPENSES | | |
| Auditors remuneration (refer note below) | 5.40 | 5.08 |
| Advertisement and publicity expenditures | 2.93 | 2.82 |
| Charity and donation expenses | 11.11 | 47.12 |
| Corporate social responsibility (refer note 31) | 20.00 | 20.25 |
| Data operation and management expenses | 9.00 | 32.15 |
| Director's sitting fees | 1.60 | 1.24 |
| Expenses for satellite and skill services | 1,134.01 | 1,046.51 |
| Indirect tax demands | - | 28.36 |
| Insurance expenses | 6.92 | 7.13 |

(Rs. in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Interest on statutory demands | 0.03 | 21.78 |
| Legal and professional expenses | 20.47 | 39.77 |
| Consultancy Charges | 23.45 | 26.96 |
| Wind Power Operation and maintenance expenses | 35.34 | 76.61 |
| Office & general expenses | 71.01 | 93.74 |
| Printing and stationery expenses | 8.72 | 10.73 |
| Rent and facility support expenses | 36.67 | 11.47 |
| Repair and maintenance expenses | 48.40 | 29.88 |
| Travelling and vehicle running expenses | 35.89 | 36.13 |
| Water and electricity expenses | 22.82 | 22.32 |
| Total | 1,493.77 | 1,560.05 |
| Remuneration to auditors | | |
| Audit fees | 4.32 | 3.98 |
| Other services | 1.08 | 1.10 |
| Total | 5.40 | 5.08 |
| NOTE-28 Earnings Per Share | | |
| Basic earnings per share (Rs.) | 0.19 | 0.67 |
| Diluted earnings per share (Rs.) | 0.19 | 0.67 |
| • The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows: | | |
| Profit after tax attributable to owners of the company | 148.00 | 530.56 |
| Earnings used in the calculation of basic earnings for the year | 148.00 | 530.56 |
| Weighted average number of equity shares outstanding | 791.25 | 791.25 |
| Nominal Value per share (Rs.) | 2.00 | 2.00 |
| NOTE 29 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS | | |
| Guarantees issued by the banks (excluding Financial guarantee) | 1642.27 | 1569.80 |
| Income tax demands | 1493.67 | 404.04 |
| Others | 1179.20 | 1384.83 |
| Total | 4315.14 | 3358.67 |

Details of Contingent liabilities:

(Rs. in Lakhs)

| Sr. No. | Nature of Contingent Liability | Amount C.Y. | Amount P.Y. | Remarks |
|---------|---|-------------|-------------|--|
| 1. | Bank Guarantee Outstanding | 1642.27 | 1569.80 | This includes bank guarantees of Rs. 829.57 lacs which were expired till 31.03.2024 but the original bank guarantee has not been received so far from the concerned debtor, therefore the same has not been cancelled by the bank hence included in the total bank guarantee amount. Counter Guarantee given by the Company of the same amount of the bank guarantee. |
| 2. | Provident Fund demand by JVVNL (a Rajasthan State Government Electricity Company) | 169.49 | 155.59 | Since 2014, there is a dispute between the company on one part and Rajasthan Vidyut Kamgar Federation (CITU) labour union, jointly with EPFO on the other part in respect of applicability and payment of PF by the company in connection with the work contract of JVVNL executed by the company in the past. Meanwhile the company had separately approached the Rajasthan High Court for release of dues of the company |

(Rs. in Lakhs)

| Sr. No. | Nature of Contingent Liability | Amount C.Y. | Amount P.Y. | Remarks |
|---------|--|-------------|-------------|---|
| | | | | from JVVNL. The Rajasthan High Court allowed the appeal of the company and directed JVVNL to release a sum of Rs. 115.18 lacs and keep the said sum in Fixed Deposit with bank in the joint name of the company and JVVNL until the aforesaid PF matter is settled. The amount of this FD has become Rs. 169.49 lacs as on 31 st March, 2025 because of accrual of interest. The EPFO had passed order dated 06.08.2014 in 7a proceedings determining applicability of PF, but the company against this order of EPFO went into appeal before the EPFAT on 07.10.2014, which by its order dated 24.03.2022 while implying that although PF is applicable but beneficiaries are unidentified, remanded back the issue to EPFO for fresh 7a proceedings with the direction to identify the beneficiaries (the workers to whom the benefits is to be disbursed). The company in the meanwhile has also appealed the finding of the EPFAT at the Rajasthan High Court. Thus, as such this FD amount still stands as contingent liability against any anticipated liability that may be ascertained finally in this matter. |
| 3. | Labour Court-Kota | 84.66 | 84.66 | Some ex-employees have filed suits against the company, which the company is contesting. According to the management the company is hopeful of getting favorable decision. |
| 4. | Board of Secondary Education of Raj. (BSER) partial dues received by Company following Rajasthan High Court Order. | 396.44 | 396.44 | There is a dispute between the Company and the Board of Secondary Education of Rajasthan pending for more than 10 years. The Company got favorable decision in lower forums. However Board of Secondary Education of Rajasthan filed appeal before the Rajasthan High Court and stayed the order of lower forums with the condition to release 50% disputed amount to the company with 9% interest p.a. Accordingly the Company received a sum of Rs. 396.44 lacs during the year 2021-22. This amount may be refundable subject to the final decision of the Rajasthan High Court. |
| 5. | Income Tax Demand (AY 2011-12) | 46.07 | 46.07 | Against the assessment order passed u/s 143(3) & 254 of the Income Tax Act, 1961 for the A.Y. 2011-12 in respect of disallowance of corporate social expenditure. The company has gone into appeal before Commissioner of Income Tax (Appeals), which is pending for disposal. However, the total demand has been adjusted by the department against the refund receivable for the A.Y. 2018-19 and A.Y. 2019-20. Further, the Company has opted for Vivad Se Vishwas Scheme which is pending for approval. |
| 6. | Income Tax Demand (AY 2012-13) | 319.18 | 319.18 | Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2012-13, the company has gone into appeal before Commissioner of Income Tax (Appeals). The company has made last submission on 29.02.2024 and awaiting action thereon from the department. However, the total demand has been adjusted by the department against the refund receivable for the A.Y. 2013-14 and A.Y. 14-15. |
| 7. | Income Tax demand (AY 2017-18) | 1089.63 | 0.00 | The Company has received order u/s 144 r.w.s. 263 and SCN u/s 274 r.w.s. 270A on 20 March 2025 in respect of disallowance of bad debts of Rs. 15.98 Cr. The company has gone into appeal before Commissioner of Income Tax (Appeals) on 04 April 2025 |
| 8. | Income Tax demand (AY 2018-19) | 38.79 | 38.79 | The Company has received a notice of demand u/s 156 of Income Tax Act, 1961, amounting to Rs. 38.79 lacs. Assessing officer has disallowed deduction u/s 80IA for Rs.92.12 lacs and also disallowed income from |

(Rs. in Lakhs)

| Sr. No. | Nature of Contingent Liability | Amount C.Y. | Amount P.Y. | Remarks |
|---------|--|-------------|-------------|---|
| | | | | other source of Rs. 6.78 lacs, the company has gone into appeal before Commissioner of Income Tax (Appeals). The company has made last submission on 23.02.2024 and awaiting action thereon from the department. Further, the total demand has been adjusted by the department against the refund receivable for the A.Y. 2020-21. |
| 9. | Goods & Service Tax Demand (FY 2023-24) | 4.97 | 0.00 | Interest Liability amounting to Rs. 4,97,388/- for FY 2023-24 has been confirmed on account of delayed reporting and payment of GST of certain tax invoices. The Company believes that the demand is not maintainable and is in the process of preferring an appeal. |
| 10. | Stamp Duty Demand | 175.00 | 175.00 | The Company got a demand notice from Rajasthan State Government for payment of stamp duty paid short as alleged by the State Government, on an industrial plot of the Company. The company won the case in Rajasthan High Court. However, the State Government has filed a SLP in Honorable Supreme Court. The decision of the Honorable Supreme Court is pending. |
| 11. | Retention Charges demand by RIICO | 335.00 | 335.00 | RIICO, an Undertaking of State Government of Rajasthan has raised a demand of Rs. 335 lacs being retention charges on an industrial plot of the company, on account of the alleged reason that the industrial activity has not yet commenced on the said industrial plot. The company has filed a writ petition before Rajasthan High Court to treat hotel as industry and not commercial as determined by RIICO and consequently raising demand of retention charges. The Company has filed for Arbitration before the District Collector, Jaipur. |
| 12. | Ganesh Lal Kumawat V/S State of Rajasthan | 2.00 | 2.00 | Ganesh Lal Kumawat is demanding a compensation of Rs. 2 lacs from State Government of Rajasthan through a writ petition filed in Rajasthan High Court. The Company has also been made a pro-forma party in this case. However, the Company is contesting the case with hopes of positive outcome. |
| 13. | Suit filed by Shemaroo Entertainment Limited on Jan TV | - | 224.50 | The company has received Notices in the year 2019, seeking damages of Rs. 219.50 lacs from Shemaroo Entertainment Limited allegedly for infringement of Copy Right Act, 1957 in connection with use of songs of their films in the background of content relayed on JAN TV channel of the company. The company has also received one more notice seeking damage of Rs.5 lacs. The case has now been settled between Shemaroo Ent. Ltd. & our company as per consent terms signed by both the parties. The company has consequently paid a sum of Rs. 20.65 lacs including GST |
| 14. | Cases filed by Siti network on Jan TV | 11.64 | 11.64 | The company has received Notices in the year 2020-21, seeking damages of Rs. 11.64 lakhs from Siti Networks Ltd. for failure to pay the outstanding liabilities towards placement fee in violation of the channel placement agreement under section 14 and 14A of the Telecom Regulatory Authority of India Act, 1997. As per the estimate and judgment of the management there would be no damages to be payable to Siti network without proper and legally binding agreement. |

NOTE 30 RETIREMENT AND OTHER EMPLOYEE BENEFIT SCHEMES

a. Provident Fund

The Company offers its employees, benefits under defined benefit plans in the form of provident fund scheme which covers all employees. Contributions are paid during the year into Provident Fund. Both the employees and the Company pay predetermined contributions into the fund.

b. Employees State Insurance scheme

The Company offers its employees, benefits under defined benefit plans in the form of ESI scheme which covers all employees. Contributions are paid during the year into ESI Fund. Both the employees and the Company pay predetermined contributions into the fund.

c. Gratuity Plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, an employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

The following tables set out the funded status of the gratuity plans and the amounts recognized in the financial statements:-

| (Rs. In Lakhs) | | |
|---|--|-------------------------|
| Particulars | As at March 31, 2025 | As at March 31, 2024 |
| Principal actuarial assumptions | | |
| Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows: | | |
| Financial assumptions | | |
| Discount rate | 6.75% | 7.10% |
| Expected rate of increase in compensation level of covered employees | 7.00% | 7.00% |
| Demographic assumptions | | |
| i) Retirement Age (Years) | 60 | 60 |
| ii) Mortality rates inclusive of provision for disability | 100% of Indian Assured Lives Mortality (2012-14) | |

| (Rs. In Lakhs) | | |
|---|-------------------------|-------------------------|
| Particulars | As at March 31, 2025 | As at March 31, 2024 |
| Amount recognized in the balance sheet consists of: | | |
| Fair value of planned assets | | |
| Present value of defined benefit obligations | (197.00) | (160.92) |
| Net liability arising from defined benefit obligation | (197.00) | (160.92) |
| The movement during the year of the present value of the defined benefit obligation was as follows: | | |
| Opening Balance | 160.92 | 264.43 |
| Service cost | 47.57 | 38.86 |
| Benefits paid | (6.55) | (1.19) |
| Interest cost | 10.86 | 18.77 |
| Actuarial loss/(gains) on obligation | (15.80) | (159.94) |
| Closing Balance | 197.00 | 160.92 |
| Amounts recognized in Statement of Profit and loss in respect of defined benefit plan are as follows: | | |
| Current service cost | 47.57 | 38.86 |
| Net Interest cost | 10.86 | 18.77 |
| Total charge to Statement of Profit and Loss | 58.43 | 57.63 |
| Amounts recognized in Other Comprehensive Income in respect of defined benefit plan are as follows: | | |
| Actuarial (Gain)/Loss arising from Change in Demographic Assumption | | |
| Actuarial (Gain)/Loss arising from change in financial assumption | 8.24 | 3.62 |
| Actuarial (Gain)/Loss arising from experience adjustment | (24.04) | (163.57) |
| Loss on Plan assets (excluding amounts included in net interest cost) | | |
| Remeasurement of the net defined benefit liability | (15.80) | (159.94) |

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Expected contribution for the next Annual reporting period: | | |
| Year 1 (undiscounted) | 23.69 | 23.72 |
| Year 2 (undiscounted) | 5.26 | 4.68 |
| Expected expense for the next annual reporting period (3rd year to 10th year) | 87.91 | 76.72 |

Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Impact of change discount rate | | |
| Increase by 1% | 174.93 | 144.11 |
| Decrease by 1% | 224.15 | 181.40 |
| Impact of change in salary increase rate | | |
| Increase by 1% | 223.79 | 181.21 |
| Decrease by 1% | 174.78 | 143.95 |
| Impact of change in withdrawal rate | | |
| Increase by 1% | 196.42 | 161.09 |
| Decrease by 1% | 197.66 | 160.72 |

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

Risk Analysis

The Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Interest Risk

A decrease in the interest rate on plan assets will increase the plan liability, however this will be partially offset by increase in the return on plan debt investment.

Longevity Risk/Life Expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary Growth Risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

NOTE 31 INCOME TAX EXPENSES

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| a. Tax charge recognized in Profit and Loss | | |
| Current tax: | | |
| Current tax on profit for the year & earlier years | 164.00 | 203.99 |
| Total Current tax & earlier Years | 164.00 | 203.99 |
| Deferred tax: | | |
| Property, plant and equipment | (60.59) | (8.34) |
| Fair valuation of Investments | (5.76) | 0.53 |
| Provision for gratuity | (8.47) | 30.69 |
| Others | - | (48.21) |
| Total Deferred tax expenses | (74.81) | (25.33) |
| Tax expense for the year (net of deferred tax and current tax) | 89.19 | 178.66 |
| b. Statement of other comprehensive income tax (credit)/ charge on; | | |
| Actuarial gain on remeasurements of defined benefit plan | 15.80 | 159.94 |
| Tax charge | (4.18) | (46.29) |
| Total | 11.62 | 113.65 |

A reconciliation of income tax expense applicable to accounting profits before tax at the statutory income tax rate to recognized income tax expense for the year is as follows:

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Accounting profit before tax (after exceptional item) | 237.19 | 737.63 |
| Corporate tax rate as per Income Tax Act, 1961 | 27.82% | 29.12% |
| Tax on Accounting Profit | 65.99 | 214.80 |
| Tax effect on expenses not tax deductible | 203.21 | 213.25 |
| Tax effect of non taxable income | - | (0.53) |
| Tax effect of deduction under Income Tax Act | (1.53) | 5.09 |
| Tax effect of depreciation under income tax | (118.46) | (175.83) |
| Effect of current tax related to earlier years | 9.19 | (54.80) |
| Tax effect on other items | (70.86) | (25.33) |
| Effect of difference due to tax rate | 1.65 | 2.01 |
| Total effect of tax adjustments | 89.19 | 178.66 |
| Effective tax rate | 37.60% | 24.22% |

There are certain income-tax related legal proceedings which are pending against the company. Potential liabilities, if any have been adequately provided for and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters.

Significant Components of deferred tax assets and (liabilities) recognized in the balance sheet are as follows:

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|----------------------------------|-------------------------|-------------------------|
| Property, plant and equipment | (71.28) | (10.68) |
| Fair valuation of Investments | 1.04 | 0.83 |
| Provision for gratuity | (53.32) | (44.85) |
| Others | (5.53) | (3.77) |
| Deferred Tax Assets (net) | (129.09) | (58.47) |

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Deferred Tax is recorded below: | | |
| Through Other Comprehensive Income | | |
| Remeasurements of defined benefit obligation | 4.18 | 46.29 |
| (A) | 4.18 | 46.29 |
| Through Profit and Loss | | |
| Property, plant and equipment | (60.59) | (8.34) |
| Fair valuation of Investments | (5.76) | 0.53 |
| Provision for gratuity | (8.47) | 30.69 |
| Others | - | (48.21) |
| (B) | (74.81) | (25.33) |
| Total (A+B) | (70.63) | 20.96 |

NOTE 32 CORPORATE SOCIAL RESPONSIBILITY

| | | |
|---|---|--------|
| Amount required to be spent during the year | 20.95 | 19.00 |
| Amount of expenditure incurred | 20.00 | 20.25 |
| Shortfall/(Excess) at the end of the year | (1.25) | (1.25) |
| Total of previous years' shortfall | (0.30) | - |
| Reason for shortfall | - | - |
| Nature of CSR activities | Lab Installation for Satellite Education in the Govt. Schools (Promotion of Higher Education) | |

Details of related party transactions - Entities with significant influence over the entity (Compucom Foundation)

Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately

| | |
|-------|----|
| 20.00 | 19 |
| 0.00 | - |

The Company has spent a gross amount of 20.00 Lacs and 20.25 Lacs for the year ending March 31, 2025 and March 31, 2024 respectively.

NOTE 33

SEGMENT REPORTING

a. Basis of Segmentation

The Group is engaged in following reportable segments:

- Software Development
- Wind power generation
- Learning Solution
- Hotel
- Others

Revenue and expenses directly attributable to segment are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of appropriate cost drivers of the segment.

Segregation of capital employed between segments (except wind power generation segment, wherein the capital employed is Rs. 1,047.37 lacs) is not practicable as most of the fixed assets and liabilities are not identifiable with particular segments and are used interchangeably.

The following table presents revenue and profit information regarding the Company's business segments for the year ended March 31, 2025 and March 31, 2024.

b. Information about reportable segments
I. Information about primary segments

(Rs. In Lakhs)

| Particulars | Year ended March 31, 2025 | | | Year ended March 31, 2024 | | |
|---|---------------------------|-------------|-----------------|---------------------------|-------------|-----------------|
| | Business Segment | Unallocated | Total | Business Segment | Unallocated | Total |
| Revenue | | | | | | |
| Software | 114.66 | - | 114.66 | 311.68 | - | 311.68 |
| Learning | 2,716.67 | - | 2,712.03 | 5,906.86 | - | 5,906.86 |
| Wind Power | 80.24 | - | 80.24 | 157.79 | - | 157.79 |
| Hotel | 9.32 | - | 6.64 | 3.13 | - | 3.13 |
| Others | 454.06 | - | 454.07 | 652.19 | - | 652.19 |
| Segment Revenue | 3,374.95 | | 3,367.64 | 7,031.65 | | 7,031.65 |
| Expenses | | | | | | |
| Software | 141.09 | - | 141.09 | 266.99 | - | 266.99 |
| Learning | 2,812.79 | - | 2,808.15 | 5,628.27 | - | 5,628.27 |
| Wind Power | 114.69 | - | 114.69 | 166.28 | - | 166.28 |
| Hotel | 11.91 | - | 11.91 | 3.38 | - | 3.38 |
| Others | | - | 663.10 | 600.94 | - | 600.94 |
| Segment Expenses | 3,080.48 | | 3,738.94 | 6,665.86 | | 6,665.86 |
| Segment Results | | | | | | |
| Software | (26.43) | - | (26.43) | 44.69 | - | 44.69 |
| Learning | (96.12) | - | (96.12) | 278.59 | - | 278.59 |
| Wind Power | (34.45) | - | (34.45) | (8.49) | - | (8.49) |
| Hotel | (2.59) | - | (5.27) | (0.25) | - | (0.25) |
| Others | 454.06 | - | (209.03) | 51.25 | - | 51.25 |
| Segment Results | 294.47 | | (371.30) | 365.79 | | 365.79 |
| Add: Other unallocable Income | | 641.83 | 641.83 | | 407.75 | 407.75 |
| Less: Other unallocable Expenses | | 33.34 | 33.34 | | 35.91 | 35.91 |
| Profit before tax and exceptional items | | - | 237.19 | | - | 737.63 |
| Add: Exceptional item | | - | - | | - | - |
| Profit before tax | | | 237.19 | | | 737.63 |
| Tax expenses | | - | 89.19 | | - | (178.66) |
| Other Comprehensive Income | | 11.62 | 11.62 | | - | 113.65 |
| Total Comprehensive Income | | | 159.62 | | | 672.62 |

II. Information based on Geography

(Rs. In Lakhs)

| Geographical Segments | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------|-------------------------|-------------------------|
| | | |
| India | 3,999.56 | 7,371.12 |
| USA | 9.91 | 68.28 |
| Total | 4,009.47 | 7,439.40 |

Reconciliation between segment revenue and enterprise revenue.

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--------------------------------|-------------------------|-------------------------|
| Segment Revenue | | |
| Software | 114.66 | 311.68 |
| Learning | 2,712.03 | 5,906.86 |
| Wind Power | 80.24 | 157.79 |
| Hotel | 6.64 | 3.13 |
| Others | 454.07 | 652.19 |
| Total Segment Revenue | 3,367.64 | 7,031.65 |
| Enterprise Revenue | | |
| Total Income | 4,009.47 | 7,439.40 |
| Less: Other operating revenues | (641.83) | (407.75) |
| Total Segment Revenue | 3,367.64 | 7,031.65 |

NOTE 34

FINANCIAL INSTRUMENTS

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized.

Financial assets and liabilities:

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

| Particulars | Fair Value through profit and loss | Amortized Cost | Total carrying value | Total fair value |
|---|--|-------------------|----------------------------|------------------------|
| As at March 31, 2025 | | | | |
| Financial assets | | | | |
| Cash and cash equivalents | - | 405.61 | 405.61 | 405.61 |
| Other bank balances | - | 4,621.66 | 4,621.66 | 4,621.66 |
| Non-current investments | 4.74 | 0.54 | 5.28 | 5.28 |
| Loans and advances | - | - | - | - |
| Trade receivables | - | 4,540.27 | 4,540.27 | 4,540.27 |
| Other current financial assets | - | 117.08 | 117.08 | 117.08 |
| Other non-current financial assets | - | 3,082.44 | 3,082.44 | 3,082.44 |
| Total | 4.74 | 12,767.60 | 12,772.34 | 12,772.34 |
| Financial liabilities | | | | |
| Borrowings | - | 2,961.08 | 2,961.08 | 2,961.08 |
| Trade payables - SME | - | 38.60 | 38.60 | 38.60 |
| Trade payables- other than SME | - | 636.89 | 636.89 | 636.89 |
| Other current financial liabilities | - | 559.22 | 559.22 | 559.22 |
| Other non-current financial liabilities | - | 209.95 | 209.95 | 209.95 |
| Total | | 4,405.74 | 4,405.74 | 4,405.74 |
| As at March 31, 2024 | | | | |
| Financial assets | | | | |
| Cash and cash equivalents | - | 307.49 | 307.49 | 307.49 |
| Other bank balances | - | 5,090.09 | 5,090.09 | 5,090.09 |
| Investments | 3.82 | 0.52 | 4.34 | 4.34 |
| Loans and advances | - | 400.00 | 400.00 | 400.00 |
| Trade receivables | - | 7,568.89 | 7,568.89 | 7,568.89 |
| Other current financial assets | - | 101.00 | 101.00 | 101.00 |
| Other non-current financial assets | - | 255.27 | 255.27 | 255.27 |
| Total | 3.82 | 13,723.26 | 13,727.08 | 13,727.08 |

(Rs. in Lakhs)

| Particulars | Fair Value through profit and loss | Amortized Cost | Total carrying value | Total fair value |
|---|------------------------------------|-----------------|----------------------|------------------|
| Financial liabilities | | - | | |
| Borrowings | - | 3,863.60 | 3,863.60 | 3,863.60 |
| Trade payables – other than SME | - | 752.75 | 752.75 | 752.75 |
| Other current financial liabilities | - | 650.72 | 650.72 | 650.72 |
| Other non-current financial liabilities | - | 102.70 | 102.70 | 102.70 |
| Total | | 5,369.77 | 5,369.77 | 5,369.77 |

Notes

The management assessed that Cash and cash equivalents, other bank balances, Trade receivables, Trade payables, other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

Fair value hierarchy

The table shown below analyses financial instruments carried at fair value, by measurement hierarchy. The different levels have been defined below:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

| Financial Assets | Level-1 | Level-2 | Level-3 |
|---|-------------|----------|-------------|
| As at March 31, 2025 | | | |
| At fair value through profit and loss | - | - | - |
| Non-current investments | 4.74 | - | 0.54 |
| Total | 4.74 | - | 0.54 |
| Financial Liabilities | | | |
| Fair value of liabilities carried at amortized cost | - | - | - |
| Total | - | - | - |
| As at March 31, 2024 | | | |
| Financial Assets | | | |
| At fair value through profit and loss | - | - | - |
| Non-current investments | 3.82 | - | 0.52 |
| Total | 3.82 | - | 0.52 |
| Financial Liabilities | | | |
| Fair value of liabilities carried at amortized cost | - | - | - |
| Total | - | - | - |

Risk management framework

INTRODUCTION

The Securities and Exchange Board of India ("SEBI") issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') on September 02, 2015, effective from December 01, 2015. The Regulation 21 mandate listed entities to formulate a Policy on Risk Management. It is in the context that the Policy on Risk Management ("Policy") is being framed and implemented from 11.02.2016 and approved by the Board.

This Policy is modified and/or amended with the approval of the Board of directors as on 29.05.2018

OBJECTIVE & PURPOSE OF POLICY:

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the

policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The specific objectives of the Risk Management Policy are:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.

Treasury management

The Company has a strong system of internal control which enables effective monitoring of adherence to Company's policies. The internal control measures are effectively supplemented by regular internal audits.

Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will Market risk comprises interest rate risk, currency risk and commodity risk.

The sensitivity analyses given elsewhere in the following sections relate to the position As at March 31, 2025 and March 31, 2024

Financial risk

The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest and pricing through proven financial instruments.

a. Liquidity risk

The Company requires funds both for short-term operational needs as well as for long-term investment program mainly in growth projects. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short- term as well as in the long-term.

The Company remains committed to maintaining a healthy liquidity, gearing ratio and strengthening the balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligations of the Company.

| (Rs. In Lakhs) | | | | | |
|-----------------------------|-------------------|------------------|------------------|---------------------|-----------------|
| Payment due by years | <1 year | 1-2 Years | 2-3 Years | > 3 Years | Total |
| As at March 31, 2025 | | | | | |
| Trade and other payables | 3,379.86 | 5.07 | 378.60 | 642.22 | 4,405.74 |
| Total | 3,379.86 | 5.07 | 378.60 | 642.22 | 4,405.74 |
| As at March 31, 2024 | | | | | |
| Trade and other payables | 4,022.45 | 638.02 | 11.06 | 698.24 | 5,369.77 |
| Total | 4,022.45 | 638.02 | 11.06 | 698.24 | 5,369.77 |

The company had access to following funding and non funding facilities with banks:

| (Rs. In Lakhs) | | | |
|-----------------------------|-----------------------|-----------------|-----------------|
| Particulars | Total facility | Drawn | Undrawn |
| As at March 31, 2025 | | | |
| Less than 1 year | 5,820.00 | 2,133.45 | 3,686.55 |
| More than 1 year | 700.00 | 102.63 | 597.37 |
| Total | 6,520.00 | 2,236.08 | 4,283.92 |
| As at March 31, 2024 | | | |
| Less than 1 year | 2,920.00 | 2,478.52 | 441.48 |
| More than 1 year | | | |
| Total | 2,920.00 | 2,478.52 | 441.48 |

b. Foreign Exchange Risk

Fluctuations in foreign currency exchange rates may have an impact on the Statement of Profit and Loss, where any transaction references more than one currency other than the functional currency of the Company.

The company during the year is not prone to any exchange risk as it has not entered in any foreign exchange contracts the difference in exchange rates on outstanding balance of sundry debtors has been duly accounted for through statement of profit and loss.

c. Interest Rate Risk

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however, the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

The exposure of the Company's financial assets to interest rate risk is as follows:

| (Rs. In Lakhs) | | | | |
|-----------------------------|------------------|---------------|------------|----------------------|
| Particulars | Total | Floating rate | Fixed rate | Non-interest bearing |
| As at March 31, 2025 | | | | |
| Financials assets | 12,772.34 | 4.74 | 7,814.89 | 4,952.71 |
| Financial liabilities | 4,405.74 | | 2,961.08 | 1,444.66 |
| As at March 31, 2024 | | | | |
| Financials assets | 13,727.08 | 3.82 | 5,835.32 | 7,887.94 |
| Financial liabilities | 5,369.77 | - | 3,863.60 | 1,506.17 |

d. Counterparty and concentration of credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient security, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for receivables, cash and cash equivalents, short-term investments etc. Credit risk on receivables is limited as almost all credit sales are against letters of credit and guarantees of banks of good financial repute. The Company is mainly engaged in projects awarded from Government of Rajasthan and derives its key revenue from these projects. The release of funds from Government of Rajasthan depends upon availability of budget. Consequently, the dues from the State Government may rise significantly at times. However, the company expects no major credit risk therefore the company has not impaired any financial instruments regarding the same.

Derivative financial instruments

The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. The Company does not enter into complex derivative transactions to manage the treasury and commodity risks. The company is not enrolled in any hedging contracts and is not party to any derivative financial instruments either directly or indirectly through any party.

NOTE 35 RELATED PARTY
A. List of Related Parties:
(i) Other related parties with whom transactions have taken place during the year:
a) Parties where control exists:

- CSL Infomedia Private Limited (wholly owned subsidiary company)

b) Key Management Personnel:

- Mr. Surendra Kumar Surana, Managing Director, CEO
- Mr. Sanjeev Nigam, Chief Financial Officer
- Mr. Vaibhav Surana, Whole Time Director
- Mrs. Swati Jain, Company Secretary (Compucom Software Ltd.)
(Up to: 31-01-2024)
- Mrs. Varsha Ranee Chaudhary, Company Secretary (Compucom Software Ltd.) (From: 01-02-2024)
- Ms. Lakshita Subnani, Company Secretary (CSL Infomedia Pvt. Ltd.)

- c) Entities with significant influence over the entity:**
- Rishabh Infotech Private Limited
 - Sambhav Infotech Private Limited
 - Compucom Technologies Private Limited
 - Compucom Foundation
 - Compucom (India) Private Limited
 - Compucom Software Limited Employee Welfare Trust
- d) Others related parties:**
- Mrs. Trishla Rampuria (Relative of Managing director)
 - Mr. Ajay Kumar Surana, Director
 - Soma Surana (Relative of Managing director)
 - Surana Associates Inc. USA.
 - ITneer Inc. USA.

Transactions with related parties

The details of the related party transactions entered into by the Company, for the year ended March 31, 2025 and March 31, 2024 are as follows; -

| (Rs. In Lakhs) | | |
|--|---------------------------------|---------------------------------|
| Nature of transactions | As at March 31, 2025 | As at March 31, 2024 |
| Services rendered | | |
| Service rendered to other related parties | 13.59 | 97.29 |
| Service rendered to entities with significant influence over the entity | 26.56 | 17.87 |
| Total | 40.15 | 115.16 |
| Rent from property | | |
| Rent from key managerial persons | 3.45 | 3.45 |
| Rent from entities with significant influence over the entity | 0.48 | 0.48 |
| Total | 3.93 | 3.93 |
| Services received | | |
| Entities with significant influence over the entity | 10.13 | 35.02 |
| Other related parties | 0.20 | 0.32 |
| Total | 10.33 | 35.34 |
| Dividend paid | | |
| Key managerial person or their relatives | 8.91 | 9.16 |
| Entities with significant influence over the entity | 226.36 | 227.01 |
| Other related parties | 0.02 | 0.74 |
| Total | 235.29 | 236.91 |
| Purchase of investment (equity shares of CSI infomedia private limited) | | |
| Key Managerial Persons | - | 1.71 |
| Entities with significant influence over the entity | - | 417.24 |
| Total | - | 418.95 |
| Loans and advances (asset) | | |
| Loan and advance to entity with significant influence over the entity | | 400.00 |
| Total | - | 400.00 |
| Loan & Advances Payment received | | |
| Loans & Advances repayment received from entities with significant influence over the entity | 400.00 | |
| Total | 400.00 | |
| Loans and advances received (liability) | | |
| Loan and advance received from the entity with significant influence over the entity | 1,400.00 | 1,385.00 |
| Total | 1,400.00 | 1,385.00 |

(Rs. in Lakhs)

| Nature of transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Loan & Advances Payment made | | |
| Loans & Advances repayment made to entities with significant influence over the entity | 1,200.00 | |
| Total | 1,200.00 | |
| Interest expense | | |
| Interest paid to entity with significant influence over the entity | 132.12 | 33.02 |
| Total | 132.12 | 33.02 |
| Interest income | | |
| Interest received from the entity with significant influence over the entity | 21.57 | 7.05 |
| Total | 21.57 | 7.05 |
| Other expenses and other reimbursements | | |
| Remuneration to key managerial person | 71.27 | 67.88 |
| Rent paid to entities with significant influence over the entity | 73.65 | 18.44 |
| Rent paid to other related parties | 4.83 | 4.83 |
| Water and electricity expenses paid to enterprises in which KMP has significant influence | 0.40 | 0.94 |
| Total | 150.15 | 92.09 |
| Donations to entities with significant influence over the entity | 31.00 | 66.00 |
| Total | 31.00 | 66.00 |

All the transactions entered by the company with the related parties are at arm's length price.

The balances receivable/payable as at year end:

(Rs. In Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Receivable from | | |
| Other related parties | 3.42 | 400.00 |
| Total | 3.42 | 400.00 |
| Payable to | | |
| Key management personnel | 1.35 | 1.41 |
| Entities with significant influence over the entity | 1,600.82 | 1,385.00 |
| Total | 1,602.17 | 1,386.41 |

NOTE 36 RATIOS

| Note No. | Particulars | Formulas | As at March 31, 2025 | As at March 31, 2024 | Variance |
|----------|---------------------------------|--|----------------------|----------------------|----------|
| 1 | Current ratio | Current Assets /Current Liabilities | 4.00 | 2.65 | 50.80% |
| 2 | Debt/Equity ratio | Total Debt/Total Equity | 0.21 | 0.27 | -21.96% |
| 3 | Debt service coverage ratio | EBITDA/(Interest payment +Principal repayment during the year for long term borrowing) | 3.30 | 8.12 | -59.39% |
| 4 | Return on equity | Net profit after tax/ Average Shareholder's Equity | 1.05% | 3.93% | -73.35% |
| 5 | Inventory turnover ratio | Annual Sales /Average inventory | 291.02 | 396.65 | -26.63% |
| 6 | Trade receivable turnover ratio | Net credit Sales/Average trade receivable | 0.55 | 1.28 | -56.65% |
| 7 | Trade payable turnover ratio | Net credit Purchase/Average trade payable | 2.48 | 5.69 | -56.43% |
| 8 | Net capital turnover ratio | Net annual Sales / Working capital | 43.98% | 80.48% | -45.35% |
| 9 | Net profit | Net Profit/Sales | 4.39% | 7.95% | -44.72% |

| Note No. | Particulars | Formulas | As at March 31, 2025 | As at March 31, 2024 | Variance |
|----------|-------------------------------|--|----------------------|----------------------|----------|
| 10 | Operating profit margin ratio | Operating profit/Sales | -1.08% | 7.43% | -114.56% |
| 10 | Return on capital employed | EBIT/Capital employed | 3.56% | 5.15% | -30.91% |
| 11 | Return on unquoted investment | Income generated from investment/ Average cost of unquoted investment | 3.85% | 3.90% | -1.37% |
| 12 | Return on quoted investment | Income generated from investment/ Average cost of quoted investment | 21.46% | 62.71% | -65.78% |

Reason of variances

1. Current ratio: Due to decrease in current liabilities. However, it is still well above the standard benchmark
2. Debt service coverage ratio: Ratio is reduced to 3.30. However, it is still within standard benchmark range.
3. Return on equity: Due to decrease in overall Net profit
4. Inventory turnover ratio: Due to decrease in annual sales
5. Trade Receivable turnover ratio: Due to decrease in credit sales
6. Trade Payable turnover ratio: Due to decrease in purchases
7. Net capital turnover ratio: Due to decrease in sales.
8. Net profit: Due to decrease in sales
9. Return on capital employed : Due to decrease in profit.
10. Return on quoted investment: Due to decrease in income from investment

NOTE 37 ADDITIONAL REGULATORY INFORMATION

- a) The group has not granted any Loan or Advance, in the nature of loans which are repayable on demand or without specifying any terms or period of repayment, to KMP (as defined under Companies Act, 2013), either severally or jointly with any other person.
- b) No proceedings have been initiated or are pending against the company for holding any benami property under Benami Transactions (Prohibition) act, 1988, hence the rules specified thereunder does not apply.
- c) The group is not a declared willful defaulter by any bank or financial institution or other lender.
- d) The group has not been involved in any transactions with companies struck off under section 248 of the Companies Act, 2013.
- e) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.
- f) The group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- g) There are no such transactions which are not recorded in the books of account but have been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961.
- h) The group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- i) The group has used the borrowings from banks for the specific purpose for which it was taken.
- j) The group has borrowings from banks on the basis of security of current assets and statement of current assets filed by the company with banks are in agreement with the books of accounts.
- k) The group has not received any fund from any person or entity with the understanding that company shall directly or indirectly lend or invest or provide any guarantee to any other person or entity on behalf of funding party.

For S. Misra & Associates

Chartered Accountants

FRN - 004972C

Sd/-

CA. Sachindra Misra

Partner

M. No. 073776

UDIN: 25073776BMUICB5067

Place : Jaipur

Date : May 27, 2025

For and on behalf of Board of Directors
For Compucom Software Limited

Sd/-

Vaibhav Surana

Director

DIN: 05244109

Sd/-

CA Sanjeev Nigam

Chief Financial Officer

(CFO)

Sd/-

CS Varsha Ranee Chaudhary

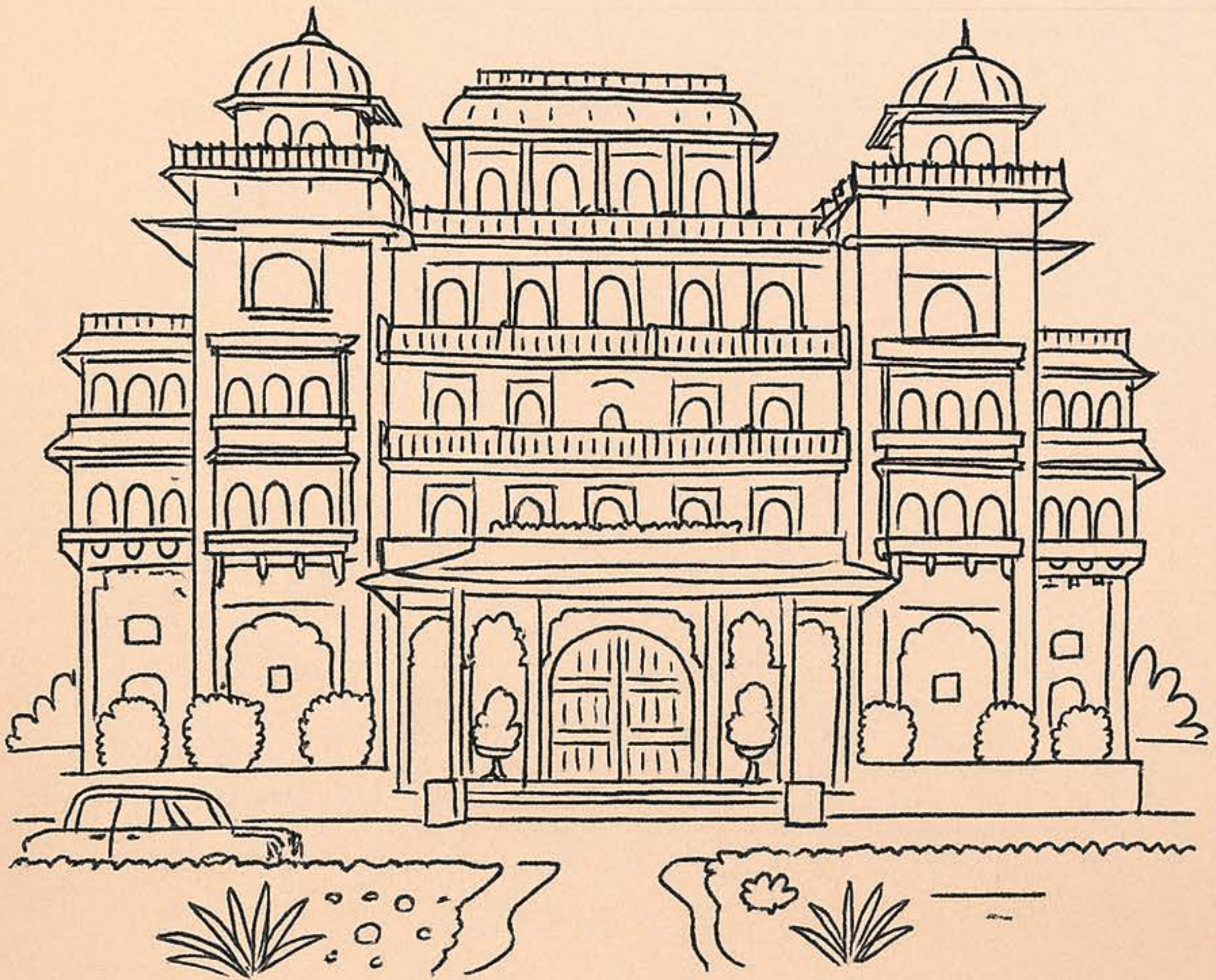
Company Secretary &

Compliance Officer

M.No.: ACS39034

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An artistic sketch of our new heritage style hotel project in Jaipur,

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Compucom Software Limited

CIN:- L72200RJ1995PLC009798

Regd. & Corporate Office:- IT 14-15, EPIP, Sitapura, Jaipur-302022 (Rajasthan) India

Phone:- +91-141-4867353 | Email:- investor@compucom.co.in

www.compucom.co.in

*Terms & conditions apply