

# **33th ANNUAL REPORT 2017 - 2018**

**A Global Source for IT Solution**



***COMPUTER POINT LTD.***

1. BOARD OF DIRECTORS : Mr. A. JAIN - W.T Director  
Mr. A. DAS - Director  
Mr. R. GUPTA - Director  
Mr. R.R.CHHALLANI - Director  
Mrs. L. JAIN - Woman Director
2. COMPANY CIN : L72200WB1984PLC152180
3. COMPANY SECRETARY : Mr. JITENDRA TIWARI
4. CHIEF FINANCIAL OFFICER : Mr. S. MUKHERJEE
5. STATUTORY AUDITORS : M/s. ACHARYYA SWAPAN & CO.  
Chartered Accountants  
Kolkata
6. INTERNAL AUDITOR : M/s. M. A. HASSAN & CO  
Chartered Accountants  
Kolkata
7. SECRETARIAL AUDITORS : Ms. ALPANA SETHIA  
Chartered Accountants  
Kolkata
8. SOLICITORS : MUKHERJEE & ASSOCIATES  
SOLICITORS & ADVOCATES  
KOLKATA
9. BANKER : FEDERAL BANK
10. REGISTERED OFFICE : 1/1B, UPPER WOOD STREET,  
KOLKATA-700017  
PHONE : (033) 2281-4418  
E-mail – [corpcpl@gmail.com](mailto:corpcpl@gmail.com)
11. REGISTRARS & SHARE  
TRANSFER AGENT : M/s S.K.INFO SOLUTION (P) LTD.  
34/1A, Sudhir Chatterjee Street,  
Kolkata-700006  
Phone : (033)- 22194815  
E-mail – [contact@skinfo.com](mailto:contact@skinfo.com)

**NOTICE OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty third Annual General Meeting of the members of M/s **COMPUTER POINT LIMITED** will be held on Thursday, the 20<sup>th</sup> Day of September, 2018, at 09.30 A.M. at 1/1B, Upper Wood Street, Kolkata – 700 017 to transact the following business :-

**ORDINARY BUSINESS :****Item No. 1****Adoption of Audited financial statements.**

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2018 and the Audited Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.

**Item No. 2****Appointment of Director**

To appoint a Director in place of Mr. R. Gupta (holding DIN 00430768), who retires by rotation and being eligible, seeks re-appointment.

**Item No. 3****Ratification of the Appointment of Statutory Auditor and to fix their remuneration.**

To consider and it thought fit, to pass, with or without modification the following resolution as an ordinary resolution.

**"Resolved that** M/s. ACHARYYA SWAPAN & CO. (Firm regs. no. 325797E) ,Chartered Accountants, who had been appointed statutory auditor of the Company for a consecutive 5 years to hold the office till the conclusion of Annual General Meeting to be held in the year 2022, be and is hereby ratified in terms of Board of . Directors,be and is hereby authorized to fix their remuneration for the year 2017-2018".

**"Resolved further that** the Directors of the Company be and are hereby severally authorized to do all such act, matters and deeds as may be deemed necessary and expedient for effecting this resolution.

By Order of the Board

For Computer Point Limited

Place - Kolkata

Date: 24<sup>th</sup> July, 2018.

J. Tiwari

Compliance Officer & Company Secretary

**Notes**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/ HERSELF AND THAT A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. Members are requested to bring their attendance slip in the meeting. Corporate members are requested to send to the Company's registered office, a duly certified copy of Board resolution authorizing their representative to attend and vote at the meeting.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 14<sup>th</sup> September, 2018 to Thursday, 20<sup>th</sup> September, 2018 (both days inclusive) for the financial year ended on 31<sup>st</sup> March, 2018.



4. Members desiring any information on the Accounts for the financial year ended on 31<sup>st</sup> March, 2018 are requested to write to the Company at least 10 days in advance, so that the management is enabled to keep the information ready at the meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized mode are required to furnish their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
6. There being no unpaid /unclaimed dividend and / or other amounts due to the members, the provisions u/s 205 C of the Companies Act, 1956, as the corresponding provisions under Companies Act, 2013 are not attracted to this Company.
7. The Company has implemented the "GREEN INITIATIVE" as per circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) by allowing paperless Compliances by the Companies for service of documents to their members through electronic Companies Act, 2013. Henceforth, the e-mail addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be notices / documents etc. In view of the above, the Company has already dispatched the written communication to its members requesting them to register their designated e-mail ID. However members who wish to receive physical copy of the Notice, Annual Reports and other documents may forward their written requests to the Company for the same.
8. Electronic copy of the Annual Report for 2015 along with the notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with Company/Depository member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
9. The Notice of Annual General Meeting and the copies of Audited financial statements, Directors' report, Auditors' report etc will also be displayed on the website of the Company and may be accessed by members.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
11. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the members at the registered office of the Company during business hours on any working days up to and include the date of annual General Meeting of the Company.
12. **Instructions for e-voting**  
A separate sheet containing the complete details of the instructions for e-voting is being sent to all the members along with the Annual Report for the year 2017-18 to enable them to cast their votes through e-voting.

By Order of the Board  
For **Computer Point Limited**

Place: Kolkata  
Date: 24<sup>th</sup> July, 2018

Jitendra Tiwari  
Compliance Officer & Company Secretary



**DIRECTOR'S REPORT**

The Directors take pleasure in presenting the 33<sup>rd</sup> Annual Report and the Audited Statement of Accounts for the period ended 31<sup>st</sup> March 2018.

**FINANCIAL RESULTS**

A summary of the financial results for the year under review is as under:

(₹ in Lacs)

PARTICULARS	Current Year ended on 31.03.2018	For the year ended 31.03.2017
Gross Sales	367.01	5874.55
Other Income	<u>157.91</u>	<u>188.51</u>
Total	524.92	6063.06
Less: Operating Expenditure	512.26	6044.34
Gross Profit/(Loss)	12.66	18.72
Less: Interest	0.86	1.12
Less: Depreciation	<u>10.03</u>	<u>11.38</u>
Net Profit / (Loss) before tax	1.77	6.22
Less: Provision for Income tax	0.34	1.19
Add/(Less): Deferred Tax	<u>(0.82)</u>	<u>1.70</u>
Net Profit / (Loss) after tax (PAT)	0.61	6.74
Add: Bal. B/F from previous year	(319.96)	(326.69)
Balance C/F to Balance Sheet	(319.35)	(319.96)
Earning Per Share	0.00	0.00

**CURRENT PERFORMANCE**

The gross revenue of the Company is 12.66 lac during the year.

**DIVIDEND**

The Company having a amount of carried over losses, your directors have no option but to refrain from recommending any dividend for the year.

**TRANSFER OF UNPAID DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

There was no unpaid dividend carried forward and due to be transfer to the designated firm in terms of sec. 124(5) of Companies Act, 2013.

**CHANGE IN THE NATURE OF BUSINESS**

During the year, there are no change in the nature of the business of the Company.

**TRANSFER OF UNPAID DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

There was no unpaid dividend carried forward and are due to be transferred to the designated Account in terms of sec. 124(5) of Companies Act, 2013.

**CAPITAL / FINANCE**

During the year the Company, did not issue / allot any Shares or Securities as on 31<sup>st</sup> march, 2018. The Issued, subscribed and paid-up share capital of the Company stood at ₹ 3,000.13 Lacs Comprising of 3,00,01,300 equity shares of ₹ 10/- each.

**CREDIT RATING**

The Company having no secured borrowing, so no Credit Rating was required.

**DIRECTORS / KEY MANAGERIAL PERSONNELS**

There was no change in the constitution of the Board of Directors of the Company during the year.

## **DECLARATION OF INDEPENDENT DIRECTORS**

The independent Directors have since confirmed that they fulfill the conditions under section 149 (6) of the Companies Act, 2013. laid down as to the status of independence of the Company.

## **DIRECTORS RESPONSIBILITY STATEMENT**

As required u/s 217(2AA) of the Companies Act, 1956 which is corresponding to Section 134 (5) of the Companies Act, 2013, your Directors confirm having:

- a) Followed in the preparation of Annual Accounts for the Financial Year 2017-2018 the applicable Accounting Standards with proper explanation relating to material departures if any;
- b) Selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit of the Company for that year;
- c) Taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) Prepared the Annual Accounts on a going concern basis.
- e) Laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) Devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **CORPORATE GOVERNANCE**

The Company believes that Corporate Governance is a way of business life rather than a legal compulsion. Your Director being committed to best management practices and adhering to the policy of full transparency, enclose herewith a Report on Corporate Governance as stipulated by Regulation SEBI (LODR), Regulations 2015 along with compliance certificate on Corporate Governance (Annexure 3) forming part of this report.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to sec 92(3) of the Companies Act, 2013 (The Act) and Rule 12(1) of the Companies (Management and Administration) Rules 2014 an extract of Annual Return as at 31<sup>st</sup> March 2018 is annexed hereto and Marked as Annexure 2.

## **AUDITORS AND THEIR REPORT**

M/s. Acharyya Swapan & Co., Chartered Accountants (Firm Regn no. 325797E) was appointed as Statutory Auditor of the Company for a period of 5(five) years ending on 31.03.2022, in the EOGM held on 16.05.2018 due to vacancy cause by the resignation of the existing Auditor M/s. K. K. Chatterjee & Co. due his pre-occupation, subject to rectification by members at each Annual General Meeting to be held in between.

The report of the statutory Auditors when read with the notes and schedules forming part of the statements of account as annexed thereto are self explanatory and needs no further elaboration and comments.

## **COST AUDIT**

The provision of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) rules 2014, the provision of cost audit is not applicable on the products/ services of the Company for the F.Y. 2017-18.

## **SECRETARIAL AUDIT**

In terms of section 204 of the Companies Act, 2013 and rules made there under, M/s Alpana Sethia, a Company Secretary in practice (CP No. 5098) has been appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the F.Y. 2017-18. The Report of secretarial Auditor is enclosed hereto as Annexure – 1. and with reference to the comments made to the said report, the Directors do hereby submit and affirm as under :-



- i. The Company has filed various forms under the Act along with additional fees as prescribed under provision to the section 403(1) of the Act.
- ii. The Company has not posted some information / documents on its website.
- iii. Save and except the above, other comments of the Auditor are self explanatory and needs no further comments.

### **RELATED PARTY TRANSACTION**

All contacts/ arrangements/ transactions entered into by the Company with related parties during the year were in the ordinary course of business and on an arms length Basis.  
During the year there was no related party transaction attracting the provisions of sec. 188 of the Companies Act, 2013.

### **CORPORATE SOCIAL RESPONSIBILITY**

The company's realized profit for last several years do not call for establishment a CSR policy as prescribe u/s 135 of the Companies Act, 2013.

### **COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND OTHERS EMPLOYEES**

#### **KEY MANAGERIAL PERSONNEL AND EMPLOYEES**

The remuneration of Key Managerial Personnel and Employees largely consists of basic salary perquisites allowances and performance incentives subject to annual assessment.

The Components of the total remuneration vary for different grades and are governed by the industry pattern, qualification, experience, merit performance of each employee. The Company while deciding the remuneration package takes into consideration at in the ruling employment scenario and remuneration package in the industry.

The annual variable pay of Managers is linked to the performance of the Company in general and the Individual performance in the relevant year with reference to achievement of Company's objective fixed at the beginning of the year.

### **INTERNAL FINANCIAL CONTROL**

Your Company has established a well defined organization structure having an extensive system of internal control to ensure optimum utilization of on going schemes of operations, accurate reporting of financial transactions and strict compliance of applicable Laws and regulations. Your Company has adequate system to ensure that the assets of the Company are safeguarded against loss from unauthorized use or deprecations.

An audit committee of the Board regularly revise the audit plans, significant audit findings, adequacy of internal control, compliance of applicable Accounting Standards and changes in accounting policies and practices, if any.

### **VIGIL MECHANISM**

The company has a whistle blower policy and appropriate mechanism in place. Employees can directly report to the Top Management any concern about any unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethic policy. Management on its turn is responsible for establishing a fearless atmosphere where the reporting employee does not fear of being harassed or threatened in any way. We further affirm that no personnel of the Company have been denied access to the Audit Committee during the year under review.

### **SUBSIDIARIES / ASSOCIATES**

The Company is not having any Subsidiary or Associates.

### **EMPLOYEES STOCK OPTION SCHEMES**

The Company have not provided any employee stock option.

### **GREEN INITIATIVES**

Electronic copies of the Annual Report 2018 along with the Notice of the 33<sup>rd</sup> AGM are sent to all members whose email addresses are registered with the Company /Depository Participant(s). For members who have not registered their email addresses, physical copies of



the Annual Report 2018 along with the Notice of the 33<sup>rd</sup> AGM are sent in the permitted mode. Members requiring physical copies can send a request to the Company Secretary.

The Company is providing e-voting facility to all members enabling them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. The instruction for e-voting is provided in the notice.

#### **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS**

Your Directors confirm that there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's future operations.

#### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes or events affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial Statements relates and the date of this report.

#### **POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace in line with the provision of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has not received any complaint of sexual harassment during the financial year 2017-18.

#### **PUBLIC DEPOSIT**

The Company has not accepted or renewed any public deposits as defined under section 58 A of the Companies Act, 1956 during the year. Under section 73 of the Companies Act, 2013 there is no deposit lying with the Company as on 31.03.2018.

#### **PARTICULARS OF CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS & OUTGO**

The information on particulars of conservation of Energy, technology absorption and foreign exchange earnings & outgo as required under section 234(3)(iii) of the Companies Act, 2013 read with the companies (Disclosure of particulars in the Report of the Board of Directors) rules 2014 are not attached to this Company.

#### **PARTICULARS OF EMPLOYEES**

There being no employee drawing remuneration in excess of prescribed ceiling during the year, the information of particulars of employees as required under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 in respect of the Company is not attracted to this Company.

#### **RISK MANAGEMENT POLICY**

In terms of Section 134(3)(n) of the Act, your Directors wish to state that the Company has drawn and implemented a Risk Management Policy including identification of elements of risk, if any, which may threaten the existence of the Company. The above policy is being reviewed/re-visited once a year or at such other intervals as deemed necessary for modifications and revisions, if any.

#### **CAUTIONARY STATEMENT**

Statements in this report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of the applicable laws and regulations. The actual results may differ materially from those expressed in this statement because of many



factors like economic conditions, availability resources, price conditions, domestic and international markets, changes in govt. policies, tax regimes, etc.

## ACKNOWLEDGEMENTS

We thank our Customers, Vendors, Investors and Bankers for their continued support during the year. We also thank the employees for their significant contribution in Company's performance. We now look forward to the future with confidence and optimism.

For and on Behalf of the Board of Directors

A.Jain	A Das
Director	Director
(DIN: 00432709)	(DIN: 00432932)

Place : Kolkata  
Date : 29<sup>th</sup> May, 2018

## ANNEXURE 1 Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2018

[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,  
Computer Point Limited.  
1/1 B, Upper Wood Street,  
Kolkata – 700017.

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

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 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: I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- (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, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. 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.



e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the Secretarial Standards (SS 1 and SS 2) issued by the Institute of Company Secretaries of India (ICSI)

***During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:***

- i. *The Company has filed various forms under the Act along with additional fees as prescribed under provision to the section 403(1) of the Act.*
- ii. *The Company has not posted some information / documents on its website.*

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary/ Chief Executive Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws as Value Added Tax and other laws.

I further report that

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors during the period under review.

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 are captured and recorded as part of the minutes.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the Meetings of the Board of directors or Committee of the Board, as the case may be.

I 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.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. I have relied on the representation made by the company and its Officers for systems and mechanism set-up by the company for compliance under applicable laws. My examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. I 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 its affairs. I further state that this is neither an audit nor an expression of opinion on the financial activities statements of the Company. Moreover, I have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

Place : Kolkata  
Date : 29.05.2018

Signature :

**Alpana Sethia**  
Name of the Company Secretary  
C.P. No.: 5098



**AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

To

The Members,  
M/s Computer Point Limited

We have examined the compliance of corporate governance by M/s Computer Point Limited for the period ended on 31<sup>st</sup> March 2018 as stipulated under Regulation SEBI (LODR) Regulation, 2015 of the said company with Stock Exchanges.

The Compliance of the corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereon, adopted by the Company for ensuring the Compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that no investor grievance is pending for a period exceeding one month against the Company as per records, maintained by the Registrar Share Transfer Agents of the Company.

We further state that such compliance is neither an assurance as to the viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place:- Kolkata

Date: 29<sup>th</sup> day of May, 2018

For ACHARYA SWAPAN &amp; CO.

Chartered Accountants

Firm's Registration Number - 325797E

ADITYA SINGH

Partner

M. No. 068958

**ANNEXURE-'2' TO THE DIRECTORS REPORT**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

As on the Financial Year ended 31/03/2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	L72200WB1984PLC152180
ii	Registration Date	14/09/1984
iii	Name of the Company	Computer Point Limited
iv	Category / Sub Category of the Company	Public non-government company
v	Address of the Registered office and contact details	1/1B, Upper Wood Street, Kolkata - 700 017, Ph: 033-2281-4418 E-mail: corpcpl@gmail.com
vi	Whether Listed Company	Yes
vii	Name Address and Contact details of Registrar and Transfer Agent, if any	M/s S. K. Infosolutions (P) Ltd. 34/1A, Sudhir Chatterjee Street Kolkata-700 006 Ph-033-22194815 E-mail - contact@blcinfo.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company are given

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to the turnover of the company
I.	Trading of HL Fabrics & Others		100 %

**III. PARTICULARS OF HOLDING SUBSIDIARY AND ASSOCIATE COMPANIES-**

Sl. No.	Name and Address of The Company	CIN / GLN	Holding/ Subsidiary/ Associates	% of shares held	Applicable Section
	NIL			NIL	



SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	547762	-	547762	1.83	547762	-	547762	1.83	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Others.	-	-	-	-	-	-	-	-	-
Sub-total	-	-	-	-	-	-	-	-	-
(A) (1):	547762	-	547762	1.83	547762	-	547762	1.83	-
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others.	-	-	-	-	-	-	-	-	-
Sub-total	-	-	-	-	-	-	-	-	-
(A) (2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters	-	-	-	-	-	-	-	-	-
(A)=(A)(1) + (A)(2)	547762	-	547762	1.83	547762	-	547762	1.83	-
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total	-	-	-	-	-	-	-	-	-
(B)(1):	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	17991152	3750000	21741152	72.47	17902983	3716329	21619312	72.06	(0.41)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individual									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	5000090	168071	5168161	17.23	5172768	173694	5346362	17.82	0.58
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	2544225	0	2544225	8.48	2462727	25137	2487864	8.29	(0.19)
c) Others (NRI)	-	-	-	-	-	-	-	-	-
o-1) HUF	-	-	-	-	-	-	-	-	-
o-2) clearing members	-	-	-	-	-	-	-	-	-
Sub-total	-	-	-	-	-	-	-	-	-
(B)(2):	25535467	3918071	29453538	98.17	25538478	3915060	29453538	98.17	-
Total Public Shareholding									
(B)=(B)(1) + (B)(2)	25535467	3918071	29453538	98.17	25538478	3915060	29453538	98.17	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	26083229	3918071	30001300	100.00	26086240	3915060	30001300	100	-



(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs)

S.No	Name	Shareholding at the beginning of the year		Increase / Decrease in share holding		Shareholding at the end of the year	
		No of shares	% of total shares of the Company	*	Sale / Purchase	No of shares	% of total shares of the Company
1	GOLDVIEW TRADERS PVT.LTD	3750000	12.5			3750000	12.5
2	KALPOTARU SUPPLIERS PVT.LTD	3750000	12.5			3750000	12.5
3	COMPARE COMMERCIAL PVT.LTD	3747814	12.5			3747814	12.5
4	PROTECT MARKETING	3750000	12.5			3750000	12.5
5	JAI TECHNOLOGY PVT.LTD	2000000	6.67			2000000	6.67
6	SS HOMES PVT.LTD	2000000	6.67			2000000	6.67
7	JAI SOFTWARE & SYSTEM PVT.LTD	1437464	4.79			1437464	4.79
8	EPOCH MERCHANTILE PVT.LTD	337908	1.13			338650	1.13
9	SANJAY N. TIBDEWAL	124079	0.41			124079	0.41

(v) Shareholding of Directors and Key Managerial Personnel:

S.No	Name	Shareholding at the beginning of the year		Date wise Change in shareholding			Cumulative Share holding during the year 01-04-17 to 31-03-18		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Date	Increase/ Decrease in Share holding	Reason	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	A. JAIN	290200	0.97	-	-	-	290200	0.97	-	-
2	L. JAIN	178781	0.60	-	-	-	178781	0.60	-	-

Shareholding of Promoters

SN	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No of shares	% of total shares of the Company	% of Shares Pladged/ encumbered to total shares	No of shares	% of total shares of the Company	% of Shares Pladged/ encumbered to total shares	
1	ANKUSH JAIN	290200	0.97	—	290200	0.97	—	—
2	APURVA JAIN	78781	0.26	—	78781	0.26	—	—
3	LATA JAIN	178781	0.60	—	178781	0.60	—	—
	TOTAL	547762	1.83	—	547762	1.83	—	—



**INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	( ₹ In Lacs)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
- Addition	-	-	-	-
- Reduction	-	-	-	-
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>				

**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and / or Manager:**

( ₹ In Lacs)			
S. No.	Particulars of remuneration	Name of MD / WTD / Manager	Total Amount
	Remuneration to MD / WTD and / or Manager	Shri Ankush Jain WTD	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profit in lieu of salary under section 17(2) Income-tax Act, 1961	3.00	3.00
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	3.00	3.00



**B. Remuneration to other directors:**

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. A. Das	Mr. R.R. Challa	Mr. R. Gupta	Mrs. L. Jain	
1	Independent Directors					₹
	i. Fee for attending board / committee meeting	20,000	14,000	7,000	3,000	44,000
	ii. Remuneration	-	-	-	3,00,000	3,00,000
	iii. Reimbursement of Expenses	-	-	-	-	-
	<b>Total (1)</b>	20,000	14,000	7,000	3,03,000	3,44,000
2	Other Non-Executive Director					
	i. Fee for attending board / committee meeting	-	-	-	-	-
	ii. Commission	-	-	-	-	-
	iii. Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	20,000	14,000	7,000	3,03,000	-
	<b>Total Managerial Remuneration</b>					-
	<b>Overall Ceiling as per the Companies Act, 2013</b>					3,44,000

**C. Remuneration to key managerial personnel other than MD/Manager/WTD:**

( ₹ In Lacs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	General Manager (Finance)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.80	1.80	3.60
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify			
5	Others, please specify			
	<b>Total</b>	1.80	1.80	3.60

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding/Fees Imposed	Authority [RD/NCLT/Court]	Appeal made If any (give details)
A. COMPANY					
	- Penalty	-	-	-	-
	- Punishment	-	-	-	-
	- Compounding	-	-	-	-
B. DIRECTORS					
	- Penalty	-	-	-	-
	- Punishment	-	-	-	-
	- Compounding	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
	- Penalty	-	-	-	-
	- Punishment	-	-	-	-
	- Compounding	-	-	-	-



## ANNEXURE 3

### REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2017-2018

#### 1. COMPANY'S PHILOSOPHY

The Company's Corporate Governance framework is based on the following principle:

- A sound system of internal control and risk management,
- Transparency, honesty, integrity, professionalism and accountability,
- Compliance with applicable rules and regulations,
- Timely and correct flow of information to the Board and its committee to enable them discharge their functions effectively,
- Fair and equitable treatment of all its stakeholders including employees, customers, shareholders and investors.

#### 2. BOARD OF DIRECTORS

As at 31<sup>st</sup> March 2018 the Board consists of five Directors out of which three directors are independent directors. All important strategic policy matters are deliberated in the board meetings where the role of independent directors is crucial. The independent directors are expert professionals with high credentials, who actively contribute in the deliberations of the Board.

##### (i) Composition & Category of Directors

The Board of Directors of your Company as on 31<sup>st</sup> March 2018 consisted of Five Directors as under:

Name of Directors	Designation	Category
Mr. A. Jain	W T Director	Executive & Non-Independent
Mr. R. Gupta	Director	Non-Executive & Independent
Mr. A. Das	Director	Non-Executive & Independent
Mr. R. R. Chhallani	Director	Non-Executive & Independent
Mrs. Lata Jain	Director	Non-Executive & Independent

The Board has an optimum combination of Executive and Non Executive Directors and more than 50 % of the Board comprises of Independent Directors. The Independent Directors are not related with the promoters or with the persons occupying the management position at the Board level or any level below the Board. They were neither in employment of the Company for the last three years nor were related with the Company in a capacity as suppliers, service providers, lesser, lessees or customers of the Company which might have affected their independency. None of the Directors are holding any substantial shares of the Company individually or jointly with others.

Apart from sitting fees paid for attending Board/Committee Meetings, the Non- Executive Independent Directors did not have any pecuniary relationship or transactions with the Company. During the year all non- executive directors with diverse knowledge, experience and expertise, provide valuable contribution in the deliberations and decisions of the Board.

##### (ii) Attendance at the Board Meeting & the last Annual General Meeting Directorship & Chairmanships/ Membership in other Boards/Board Committees:

Name and category of the Directors on the Board, their attendance at Board meetings held during the year, number of Directorship and committee Chairmanships/ Memberships held by them in other public limited companies are given below. Other Directorships do not include alternate Directorships, Directorship in Private Limited Companies, and Companies under Section 25 of the Companies Act, 1956 and of the Companies incorporated outside India. Chairmanship/ Membership of Board committee relates to only Audit and Shareholders' Grievances Committee.



Name of Directors	Category	No of Board Meetings		Whether attended last AGM held on 25 <sup>th</sup> Sep' 2017	No. of Directorship in other Public Ltd Companies	No. of Committee position held in other Public Ltd Companies	
		Held during tenure	Attended			As Chairman	As Member
Mr. A. Jain	Executive & Non-Independent	4	3	Yes	NIL	NIL	NIL
Mr. R. Gupta	Non-Executive & Independent	4	2	Yes	NIL	NIL	NIL
Mr. A. Das	Non-Executive & Independent	4	4	Yes	NIL	NIL	NIL
Mr. R. R. Chhallani	Non Executive & Independent	4	2	No	NIL	NIL	NIL
Mrs. Lata Jain	Non Executive & Independent	4	2	Yes	NIL	NIL	NIL

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 committees as specified in clause 49, across all the Companies in which he is a Director. The Directors have made necessary disclosure regarding positions held in other public limited companies as on 31<sup>st</sup> March 2018.

**(iii) Number of Board Meetings held and the dates on which meetings held:**

A total of 4 (FOUR) Board Meetings were held during the year as against the minimum requirements of 4 meetings. The maximum gap between any two Board Meetings was not more than four months at any time.

SL. NO.	Date of Board Meeting	No. of Directors Present
1	29-05-2017	4
2	29-07-2017	3
3	30-10-2017	3
4	30-01-2018	3

### 3. BOARD PROCEDURE

The Board of Directors meet from time to time to transact such business in respect of which the attention and sanction of the board is required. There is a well laid procedure of sending to all the Directors due notice of the meetings accompanied by detailed agenda papers sufficiently in advance. The Directors freely express their views and seek clarification on various points concerning the respective business of the meeting and decision taken in such meetings are duly and correctly implemented without any reservation and are recorded in the minute's book maintained for the purpose. The Directors hold their offices strictly in compliance with the provisions the Companies Act, 1956 and the provisions of the Articles of Association of the Company.

### 4. BOARD COMMITTEE

The Board of Directors has three (3) Committees of Directors to assist the Board in discharging its responsibilities towards strategic supervision;

The said committees are: i) Audit Committee, ii) Stakeholders Relationship Committee and iii) Nomination and Remuneration Committee.

### 5. AUDIT COMMITTEE

- i) The role and terms of reference of the Audit Committee covers the areas mentioned under Regulation SEBI (LODR), Regulations 2015 and in Section 177 of the



Companies Act, 2013. The Company's Audit Committee comprises of the following Directors the majority of being are independent.

1. Mr. R. Gupta (Independent Non Executive) - Chairman
2. Mr. A. Das (Independent Non Executive) - Member
3. Mr. A. Jain (Executive) - Member

Brief descriptions of the terms of reference of the Audit Committee are as follows:

- a) Overseeing of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Discussion with the statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- c) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- d) Reviewing, with the management, the annual financial statement before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement, to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with Listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transaction;
  - Qualification of draft audit report, if any.
- e) 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.
- f) Discussion with internal auditors of any significant findings and follow-up thereon.

## ii) Meeting & attendance during the year:-

Name of Directors	Category	No of Meetings	
		Held during tenure	Attended
Mr. R. Gupta	Non-Executive & Independent	4	4
Mr. A. Das	Non-Executive & Independent	4	4
Mr. A. Jain	Executive & Non-Independent	4	4

Four Meetings of the Audit Committee were held during the financial year ended 31<sup>st</sup> March 2018. The dates on which the Audit Committee meetings were held are as follows 2<sup>nd</sup> May 2017, 25<sup>th</sup> July 2017, 25<sup>th</sup> October 2017 & 25<sup>th</sup> January 2018.

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted a Stakeholders Relationship Committee to deal with the request for transfer/ transmission/ duplicate issue of shares in due Compliance with the provisions of the Companies Act, 2013 and also the listing Agreements.

The present composition of the Stakeholders Relationship Committee is as follows:-

Name of Directors	Category	Membership
Mr. R. R. Chhallani	Non Executive	Chairman
Mr. A. Das	Non Executive	Member

The Committee oversees the performance of M/s S. K. Infosolutions (P) Ltd., the Registrar and Share Transfer Agent of the Company and recommends measures to



improve the level of investor related services. Though the powers to approve share transfer/share transmission are delegated to the Registrars and Share Transfer Agent, all the share transfer / transmission cases approved by the Registrar are reported to the Committee which also keeps a close watch on disposal status of all complaints / grievances of shareholders.

During the year the committee met on 12 (Twelve) occasions on 29.04.2017, 29.05.2017, 29.06.2017, 29.07.2017, 29.08.2017, 29.09.2017, 30.10.2017, 30.11.2017, 30.12.2017, 30.01.2018, 28.02.2018 & 30.03.2018. Instead of appointing a separate committee for dealing with the share transfers/investors grievance, the same Share Transfer Committee has been assigned the responsibility of attending to Share transfers/Investors grievance also.

#### Meeting & attendance during the year:-

Name of Directors	Category*	No of Meetings	
		Held during tenure	Attended
Mr. R. R. Chhallani	Chairman Non-Executive & Independent	12	12
Mr. A. Das	Non-Executive & Independent	12	12

All valid transfer requests received by the Company as the same are concerned with shares in physical mode were duly transferred / transmitted within 30 days from the date of receipt while requests for dematerialization are dealt with within 15 days from the date of receipt.

#### 7. REMUNERATION COMMITTEE

The Board of Directors of the Company constituted a Remuneration Committee of Directors mainly for the purpose of recommending the Company's policy on Remuneration Package for the whole time / Executive Director, reviewing the structure, design and implementation of remuneration policy in respect of such Director.

The Composition of the Remuneration Committee as on the date of the report is as follows:-

1. Mr. R. Gupta - Chairman
2. Mrs. Lata Jain - Member

During the period under review, only one meeting of the remuneration Committee was held on 27.10.2017 in which all the members were present.

All the Non Executive directors are however paid sitting fees of ₹1,000/- for attending every meeting of the Board and Committees thereof which is shown as follows.

Name of the Directors	Salary ₹	Perquisites ₹	Sitting Fees ₹	Total ₹
Mr. R. Gupta	---	---	7,000/-	7,000 -
Mr. A. Jain	3,00,000/-	---	---	3,00,000 -
Mr. R. R. Chhallani	---	---	14,000/-	14,000 -
Mr. A. Das	---	---	20,000/-	20,000 -
Mrs. Lata Jain	3,00,000/-	---	3,000/-	3,03,000 -

#### 8. NAME AND DESIGNATION OF COMPLIANCE OFFICER

Mr. J. Tiwari, Our CS has been designated as the compliance officer in terms of clause 47(a) of the listing Agreement. The shareholders may send their complaints directly to CS at the below mentioned address:

Mr. J. Tiwari  
Company Secretary  
M/s Computer Point Limited.  
1/1B, Upper Wood Street,  
Kolkata – 700 017  
Email – corpcpl@gmail.com

#### 9. GENERAL BODY MEETINGS

##### (I) General Meeting



**(a) Location and Time of Last Three Annual General Meeting.**

Financial Year ended	Date	Time	Venue
31.03.2015	28.09.2015	9.30 A.M.	1/1B, Upper Wood Street, Kolkata – 700 017
31.03.2016	28.09.2016	9.30 A.M.	1/1B, Upper Wood Street, Kolkata – 700 017
31.03.2017	25.09.2017	9.30 A.M.	1/1B, Upper Wood Street, Kolkata – 700 017

**10. DISCLOSURES:**

- a) The Company has not entered into any transaction of material nature, with promoters, Directors or the Management, or its relatives, etc. that may have potential conflict with the interest of the Company at large, other than in the normal course of business.  
The transaction undertaken during the year has been disclosed in schedule '20' forming part of the Accounts for the year ended 31<sup>st</sup> March 2018.
- b) Details of Non compliance by the Company, penalties & strictures imposed on the Company by the stock exchange, SEBI or any statutory Authority, on any matter related to capital market during the last 3(three) years ended on 31.03.2018: NIL
- c) The Company duly complied with the mandatory requirements of Regulation SEBI (LODR), Regulations 2015 with the stock Exchange.

**11. MEANS OF COMMUNICATION**

i) The Audited Annual Financial Reports and the Directors Report on the performance of the Company are regularly sent by post paid to each and every shareholder as also the notices of all shareholders meetings are sent in due compliance with the provisions of the Company's Act, 2013. Besides, in terms of the provisions under the Listing Agreements with the Stock Exchanges, the other periodic financial results and specific information about the Board meeting, etc are duly published in Local Newspapers, one in English and one in Vernacular.

The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately after the Board takes the same on record.

ii) The Company did not make any re-presentation to the institutional investors or the analysts.

**12. GENERAL SHAREHOLDERS INFORMATION****a) i) Annual General Meeting**

Date: 20<sup>th</sup> September, 2018

Time: 9.30 A.M.

Venue: 1/1B, Upper Wood Street, Kolkata-700017

ii) The information as required under Regulation SEBI (LODR) Regulations, 2015 relating to the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting are furnished in the Statement annexed to the Notice convening the 33<sup>rd</sup> Annual General Meeting. The Shareholders may kindly refer to the same.

**b) FINANCIAL CALENDER 2017-2018**

The current financial year has been for a period of 12 months from 1<sup>st</sup> April, 2017 to 31st March, 2018.

**c) DATES OF BOOK CLOSURE**

The Share transfer books and Register of Members of the Company will remain closed from 14<sup>th</sup> September, 2018 to 20<sup>th</sup> September, 2018, both days inclusive in connection with the Annual General Meeting of the Company to be held on 20<sup>th</sup> September, 2018.

**d) DIVIDEND PAYMENT DATE**

No dividend is recommended for the period ended 31<sup>st</sup> March 2018.

**e) LISTING OF SHARES ON STOCK EXCHANGES**



The companies Shares are presently listed on the following Stock Exchanges:-

- i) The Bombay Stock Exchange Ltd  
25<sup>th</sup> Floor P. J. Tower  
Dalal Street, Mumbai – 400 001

Code: 507833

The Company has remitted the Annual Listing fees upto date to all the Stock Exchange.

Demate ISIN in NSDL/CDSL for equity shares INE 607B01012

**f) THE REGISTRAR & SHARE TRANSFER AGENT**

In accordance with the SEBI directive vide Circular Nos. D&C/FITTC/CIR-15/2002 dated 27<sup>th</sup> December, 2002, the Company has appointed the following SEBI registered Agency as the common Registrar and Share Transfer Agent of the Company for both the physical and Dematerialized Segments.

M/s S. K. INFOSOLUTIONS (P) LTD.

34/1A, Sudhir Chatterjee Road,

Kolkata-700 006

Ph – 033-22194815

E-mail – contact@skinfo.com

**13. SHARE TRANSFER SYSTEM**

Applications for transfer of share in physical mode are received at the office of the Registrar & Share transfer Agents. The Committee of the Board of Directors attend / to Share Transfer formalities at least once in every month depending on the requirement.

Shares held in dematerialized form are electronically traded in the Depository and the RTA of the Company periodically receives from the depository, the details of beneficial holding for them to update their records and to send all corporate communication, etc. Physical shares received for dematerialization are processed and completed within a period of 15 days from the date of receipt provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participant under advice to the shareholders.

**14. SHAREHOLDING PATTERN (AS ON 31<sup>ST</sup> MARCH, 2018)**

Category	No. of Shareholders	Percentage	No of Shares	Percentage
<b>PROMOTERS</b>				
Indian Promoters	3	0.05	547762	1.83
Foreign Promoters	--	--	--	--
Person Acting in Concert	--	--	--	--
<b>BODIES CORPORATE</b>				
Banks & Mutual Funds	--	--	--	--
NRIs / OCRs	18	0.31	92964	0.31
Other Body Corporate	103	1.78	21526348	71.75
Resident Individuals	5668	97.86	7834226	26.11
Others	-	--	--	--
<b>Total</b>	<b>5792</b>	<b>100.00</b>	<b>30001300</b>	<b>100.00</b>

**15. DEMATERIALISATION & LIQUIDITY**

As on 31<sup>st</sup> March 2018 about 86.95% shares of the Company are in dematerialized form. The shares of the Company are permitted to trade only on dematerialized form w.e.f. 20.10.2000.

**16. OUTSTANDING GDRS / ADRS/WARRANTS OR CONVERTIBLE INSTRUMENTS :**

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments.

**17. DISTRIBUTION OF SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2018.**



Range In No. of Shares	Range In Value of Shares	No of Share holders	Percentage To total Sh.holders	No of Shares	Percentage to total Holding
Upto 500	Upto 5000	3864	66.71	830761	2.78
501 – 1000	5010 - 10000	865	14.93	786697	2.62
1001 – 2000	10010-20000	433	7.48	709091	2.36
2001 – 3000	20010-30000	153	2.64	406580	1.36
3001 – 4000	30010-40000	93	1.61	340073	1.13
4001 – 5000	40010-50000	102	1.76	493115	1.64
5001 – 10000	50010-100000	128	2.21	943077	3.14
10001 - 50000	100010-500000	124	2.14	2490755	8.30
50001 – 100000	500010-1000000	16	0.28	1173260	3.91
100001 and above	1000010 and above	14	0.24	21827891	72.76
<b>Total</b>		<b>5792</b>	<b>100.00</b>	<b>30001300</b>	<b>100.00</b>

## 18. STOCK MARKET DATA

The shares of the Company are regularly traded on the BSE. The Annual Data for Trading on BSE are given below:

Month	High	Low
April 2017	1.50	.25
May 2017	1.31	.25
June 2017	1.20	.15
July 2017	1.20	.00
August 2017	1.08	.91
September 2017	0.90	.75
October 2017	0.92	.80
November 2017	0.96	.84
December 2017	1.36	.98
January 2018	1.56	.20
February 2018	1.20	.04
March 2018	1.23	.99



Source: BSE Website

**19. INVESTORS CORRESPONDENCE ADDRESS:**

**M/s COMPUTER POINT LIMITED**

**1/1B, UPPER WOOD STREET**

**KOLKATA – 700 017**

**20. DECLARATION**

I, S. Mukherjee, Chief Financial Officer of m/s. Computer Point Limited, hereby declare that pursuant to Regulation SEBI (LODR), Regulations 2015s, all members of the Board and senior Management personnel have affirmed their Compliance with the code of Conduct for the year ended 31<sup>st</sup> March, 2018.

Date: 29<sup>th</sup> May, 2018

Place: Kolkata

For Computer Point Limited

S. Mukherjee  
Chief Financial Officer

**ANNEXURE 4**

The information as required under Section 197(12) of the Companies Act, 1956 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) rules, 2014:

**Remuneration paid to Directors and Key Managerial Personnel:**

Sl. No	Name	Title/Category	Remuneration In Fiscal 2018	Remuneration In Fiscal 2017	% increase remuneration	Ratio Remuneration to the MRE
1.	A. Jain	W. T Director	3.00	2.40	-	3.00:1
2.	J. Tiwari	Co. Secretary	1.80	1.80	-	1.80:1
3	S. Mukherjee	CFO	1.80	1.80	-	1.80:1

**Comparison of Remuneration of Computer Point Ltd. against the performance of the Company**

Sl. No	Name	Designation	Remuneration	Comparison of remuneration against the performance of the Company	
				Comparison with Turnover	Comparison with Net Profit
1.	S. Mukherjee	CFO	1.80	0.07%	428.57%
2.	J. Tiwaria	Company Secretary	1.80	0.07%	428.57%
3	A. Jain	W T Director	3.00	0.07%	457.14%

**Comparison of Remuneration to Employees**

Particulars	As on 31.03		Increase / Decrease	Average Increase / Decrease	Median Remuneration of Employee (MRE)		Increase / Decrease in MRE	% Increase / Decrease in MRE
	2018	2017			As on 31.03.2018	As on 31.03.2017		
Number of permanent Employees on the rolls of the Company	15	18	-3					
Total Remuneration	44.95	47.87	-2.92					



## ANNEXURE 5

### MANAGEMENT DISCUSSION AND ANALYSIS

#### 1. MANAGEMENT DISCUSSION AND REPORT (AS ANNEXED TO THIS REPORT AND MARKED AS ANNEXURE -

The Company had been very aggressive in the quest for new contracts and execution thereof while maintaining its pricing standards. The Company foresees no improvement in its order positions in diverse Industrial sectors in the immediate future due to serious working capital deficit.

#### 2. INDUSTRY STRUCTURE AND DEVELOPMENT:

Indian economy has recorded a rapid growth over the last few years, followed by a large number of Indian companies extending their operations globally and competing with other foreign multi-nationals in equal footing and even acquiring control over a number of them. Such rapid growth of Indian Economy was made possible by the meteoric growth of service sector like Information Technology (IT and IT enabled services) industry which is expected to continue its growth process. This growth process of IT enabled services is appropriately complemented by the necessary development imparted by a host of Management and computer Institutions. In this background Computer Point' (CPL) which has already established its presence with a brand name in Computer & Management stands to have extensive opportunities ahead.

#### 3. OPPORTUNITY AND THREAT:

Your Company has a huge network of franchisee spread all over the country especially in the rural areas through which it carries out its educational business. Your Company's products enjoy wide acceptance in various users Industries including widely dispersed institutions and universities. Yet in the ever changing corporate and technology scenario, it is always necessary to keep regular vigilance and to maintain a constant pace with Technology developments and to update one's system of operations. The dynamic and energetic infusion in Company's management team is capable of utilizing for the Company's benefit.

#### 4. OUTLOOK:

Barring a few unforeseen, the Company is confident to maintain its growth rate and once its liquidity problem is solved, it is definite to accelerate with higher and higher quality services to its customers and students.

#### 5. RISK AND CONCERNS

The IT Business in India is highly fragmented. the sector is mainly dominated by the small regional players having presence in their own region like city or state. There are a very few companies in India having a brand name and nation wide presence. Computer Point is one of the Companies having a nation wide presence especially in Eastern India region. Since there are a few players more and bigger players are eyeing this sector as a nice segment for the business. Thus many new big players are entering in the market with big capital expenditure plans. Again the sector is highly dependent on the Govt. budgetary support for imparting education in the country. Due to rising fiscal deficit Govt. may reduce the budgetary support which may have an impact on the performance of the Company.

#### 6. INTERNAL CONTROL SYSTEM:

The Company has proper and adequate system of internal controls to ensure that all assets are safeguarded; transactions are authorised, recorded and reported correctly. The controls also ensure compliances with policies and statutes. The operational management drives its control over business processes through operational systems, procedure manuals and financial limits of authority manual, which are being reviewed and updated on an on going basis with an objective to improve systems and efficiency of operations.

The scope of the audit activity is mainly guided by the annual audit programme developed by the internal audit team of the Company in consultation with the statutory auditors, which is first reviewed by the management committee of the Board of Directors. The Internal audit programme is aligned to the existing system and procedures, financial limits of authority and also the key risk areas.

Internal audit department carries out audit throughout the year covering almost all areas of operations including the follow up action. The Audit Committee of the Board of Directors reviews the internal audit report along with the direction/action plan recommended by the management committee and the implementation of corrective actions.

#### 7. HUMAN RESOURCES DEVELOPMENT & INDUSTRIAL RELATION

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide the necessary human resource development and training opportunities to equip them with the skills, which would enable them to adapt to contemporary technological advancements.

Industrial relations during the year continues to be cordial and the Company is committed to maintain good industrial relations through negotiations, meetings etc.

For and on Behalf of the Board

Date: 29<sup>th</sup> May, 2018

Place: Kolkata

A.Jain  
Director  
(DIN: 00432709)

A. Das  
Director  
(DIN: 00432932)





**M/S. ACHARYA SWAPAN & CO.**

CHARTERED ACCOUNTANTS

53, College Street

Kolkata - 700 073

Mail: asccal2007@gmail.com

## Independent Auditor's Report

**To the Members of**

### **Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of M/s. **COMPUTER POINT LIMITED** ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the



manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("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 the paragraph 3 and 4 of the order.

2. As required by Section 143(3) of the Act, 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;

(c) the Balance Sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued there under;

(e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(g) with respect to the other matters to be included in the Auditor's 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 that there is no pending litigations on the Company during the year.
- 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 – to the standalone Ind AS financial statements; - N.A.
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

For **ACHARYA SWAPAN & CO.**

Chartered Accountants

Firm Regd No. 321797E

(MR. ADITYA SINGH)

Partner

M.No.068953

Place : Kolkata

Dated: 29<sup>th</sup> day of May, 2018



## Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31 March 2018, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has no Fixed Assets during the year. So, a regular programme of physical verification of its fixed assets not required.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no immovable properties in the name of the Company during the year.

(ii) The Company does not have any physical inventories.

(iii) The Company has not granted any loans to bodies corporate under section 189 of the Companies Act, 2013 ('the Act').

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) The Company has not accepted any deposits from the public.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes:

NATURE S. TAX	YEAR	DEMAND AMOUNT	FORUM AT WHICH PENDING
	2010-2011	21859482/-	EXCISE AND SERVICE TAX APPELLATE TRIBUNAL - KOLKATA

(viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.



(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, there is no any transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable.

(xiv) According to the information and explanations give to us and based on 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.

(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 directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **ACHARYYA SWAPAN & CO.**

Chartered Accountants

Firm Regd No. 325797E

(MR. ADITYA SINGH)

Partner

M.No.068958

Place : Kolkata

Dated: 29<sup>th</sup> day of May, 2018

## **Annexure - B to the Auditors' Report**

### **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 M/s. **COMPUTER POINT LIMITED** ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS 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 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 was 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 auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 31 March 2018, 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.

For **ACHARYYA SWAPAN & CO.**  
Chartered Accountants  
Firm Regd No. 325797E

(MR. ADITYA SINGH)  
Partner  
M.No.068958

Place : Kolkata  
Dated: 29<sup>th</sup> day of May, 2018



**COMPUTER POINT LIMITED**

CIN : L72200WB1984PLC152180

**BALANCE SHEET AS AT 31st MARCH, 2018**

Particulars	Note No	₹ In Lac	₹ In Lac
		As At 31st March'2018	As At 31st March'2017
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	3,000.13	3,000.13
(b) Reserves and Surplus	2	337.21	336.60
<b>(3) Non-Current Liabilities</b>			
(a) Deferred Tax Liabilities (Net)	3	0.87	0.05
<b>(4) Current Liabilities</b>			
(a) Trade Payables	4	365.91	-
(b) Other Current Liabilities	5	15.22	15.62
(c) Short-Term Provisions	6	1.52	1.19
<b>Total Equity &amp; Liabilities</b>		<b>3,720.85</b>	<b>3,353.58</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>	7		
(i) Gross Block		56.20	40.10
(ii) Depreciation		27.74	17.71
(iii) Net Block		28.46	22.39
<b>(2) Current Assets</b>			
(a) Trade Receivables	8	1,257.11	909.80
(b) Advances for Properties	9	482.00	482.00
(c) Cash and Cash Equivalents	10	56.65	50.24
(d) Short-Term Loans and Advances	11	1,896.63	1,889.15
<b>Total Assets</b>		<b>3,720.85</b>	<b>3,353.58</b>

**NOTES TO ACCOUNTS**

18

Notes referred to above and notes attached there to form an integral part of Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

**FOR ACHARYYA SWAPAN & CO.****FOR COMPUTER POINT LIMITED****CHARTERED ACCOUNTANTS**

(CA. ADITYA SINGH)

Partner

Membership No. : 068958

Firm Regd. No.: 325797E

PLACE: KOLKATA

DATED: 29/05/2018

A. Jain  
(W.T. Director)  
(DIN:00432709)A. Das  
(Director)  
(DIN:00432932)J. Tiwari  
(Co. Secretary)S. Mukherjee  
(CFO)



## COMPUTER POINT LIMITED

CIN : L72200WB1984PLC152180

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED ON 31st MARCH 2018

Sr. No	Particulars	Note No	₹ In Lac	
			Year Ended On 31st March 2018	Year Ended On 31st March 2017
I	Revenue from operations	12	367.01	5,874.55
II	Other Income	13	157.91	188.51
III	<b>III. Total Revenue (I + II)</b>		<b>524.92</b>	<b>6,063.06</b>
IV	<b>Expenses:</b>			
	Purchase of Stock-in-Trade	14	364.04	5,853.22
	Employee Benefit Expense	15	57.58	61.21
	Depreciation and Amortization Expense	16	10.03	11.38
	Other Administrative Expenses	17	90.64	129.91
	Financial Charges on Car Loan		0.86	1.12
	<b>Total Expenses (IV)</b>		<b>523.15</b>	<b>6,056.84</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>1.77</b>	<b>6.22</b>
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		<b>1.77</b>	<b>6.22</b>
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		<b>1.77</b>	<b>6.22</b>
X	<b>Tax expense:</b>			
	(1) Current tax		0.34	1.19
	(2) Deferred tax		(0.82)	1.70
XI	Profit(Loss) from the period from continuing operations	(IX-X)	<b>0.61</b>	<b>6.74</b>
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		<b>0.61</b>	<b>6.74</b>
XVI	Earning per equity share:			
	(1) Basic		0.00	0.00
	(2) Diluted		0.00	0.00

Schedules referred to above and notes attached there to form an integral part of Profit &amp; Loss Statement

This is the Profit &amp; Loss Statement referred to in our Report of even date.

FOR ACHARYYA SWAPAN & CO.  
CHARTERED ACCOUNTANTS

FOR COMPUTER POINT LIMITED

(CA. ADITYA SINGH)  
Partner  
Membership No. : 068958  
Firm Regd. No.: 325797E  
PLACE: KOLKATA  
DATED: 29/05/2018

A. Jain (W.T. Director) (DIN:00432709)	A. Das (Director) (DIN:00432932)
J. Tiwari (Co. Secretary)	Mukherjee (CFO)



**COMPUTER POINT LIMITED**

CIN : L72200WB1984PLC152180

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2018**

		( ₹ In Lacs )	( In Lacs )
		Current Year ended on 31.03.18	Previous Period ended on 31.03.17
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit before taxes & extraordinary items	1.77	6.22
	Adjustment for:		
	Depreciation	10.03	11.38
	Preliminary Expenses	-	-
	Interest Paid	0.86	1.12
	Interest/Dividend Received	(157.91)	(188.51)
		(147.02)	(176.01)
	Operating Profit before working Capital Changes	(145.25)	(169.79)
	Adjustment for:		
	Trade Receivables	(347.31)	(88.35)
	Shares Investments	-	-
	Other Receivables	(7.48)	49.19
	Trade Payables	365.85	1.63
		11.06	(37.53)
	<b>Cash Generated from Operations:</b>	(134.19)	(207.32)
	Interest Paid	(0.86)	(1.12)
	Direct Taxes Paid	(0.34)	(1.16)
		(135.39)	(209.60)
	<b>Cash Flow before Extra Ordinary Items</b>		
	Less Extra Ordinary Items	-	-
	<b>Net Cash from Operating Activities</b>	<b>(135.39)</b>	<b>(209.60)</b>
<b>B.</b>	<b>CASH FLOW USED IN INVESTING ACTIVITIES:</b>		
	Purchase of Fixed Assets	(16.10)	(20.11)
	Loss in sales of fixed-assets	-	-
	Payment Towards VAT	-	-
	Interest Received	157.91	188.51
	Appeal Advance	-	-
	Sale of Fixed Assets	-	-
	Payment towards Donations	-	-
	Misc. Exp. For Share Issue	-	-
	<b>Net Cash used in Investing Activities</b>	<b>141.81</b>	<b>168.40</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
	Proceeds from Issue of Share Capital	-	-
	Proceeds from Issue of Share Warrant Capital (Part)	-	-
	Payment of Long Term Loan	-	-
	<b>Net Cash from Financial Activities</b>	<b>-</b>	<b>-</b>
	<b>Net Increase/Decrease in Cash &amp; Cash Equivalents</b>	<b>6.42</b>	<b>(41.20)</b>
	Cash & Cash Equivalents as opening Balance	50.24	91.44
	<b>Cash &amp; Cash Equivalents as closing Balance</b>	<b>56.66</b>	<b>50.24</b>

**Notes:**

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on 'Cash Flow Statement' issue by the Institute of Chartered Accountants of India.
- Previous years figures have been regrouped and reclassified to conform to those of the current year.

This is the Cash Flow statement referred to in our report of even date.

**FOR ACHARYYA SWAPAN & CO.**

Chartered Accountants

Firm Regd. No.: 325797E

(CA. ADITYA SINGH)

Partner

Membership No. : 068958

Place Kolkata

DATED: 29/05/2018

**For and on behalf of the Board of Directors**

**A. Jain**

(W.T. Director)

(DIN:00432709)

**A. Das**

(Director)

**J. Tiwari S. Mukherjee**  
(Co. Secretary) (CFO)



# COMPUTER POINT LIMITED

CIN : L72200WB1984PLC152180

Notes Forming Integral Part of the Balance Sheet as at 31st March'2018

## Note : 1 Share Capital

Sr. No	Particulars	₹ In Lac	
		Current Year	Previous Year
1	<b>AUTHORIZED CAPITAL</b> 3,10,00,000 Equity Shares of ₹ 10/- each.	3,100.00	3,100.00
		3,100.00	3,100.00
2	<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b> 3,00,01,300 Equity Shares of ₹ 10/- each, Fully Paid-Up	3,000.13	3,000.13
	<b>Total in ₹</b>	<b>3,000.13</b>	<b>3,000.13</b>

### Reconciliation of Equity Shares

Shares outstanding at the beginning of the year	3,00,01,300	3,00,01,300
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	3,00,01,300	3,00,01,300

Equity Shareholders holding more than 5 % of total Equity Capital  
As per Annexure

## Note : 2 Reserve & Surplus

Sr. No	Particulars	Current Year	Previous Year
1	Capital Reserve	156.55	156.55
2	Capital Redemption Reserve		
3	Securities Premium reserve	500.00	500.00
4	Debenture Redemption Reserve		
5	Revaluation Reserve		
6	Shares Option Outstanding Account		
7	Other Reserve		
8	Surplus (Profit & Loss Account)	(319.34)	(319.95)
	Balance brought forward from previous year	(319.95)	(326.69)
	Less: Tax on Regular Assessment Paid	-	-
	Add: Profit for the period	0.61	6.74
	<b>Total in ₹</b>	<b>337.21</b>	<b>336.60</b>

## Note : 3 Deferred Tax Liabilities

Sr. No	Particulars	Current Year	Previous Year
1	Deferred Tax Liabilities		
	Opening Balance B/F	0.05	1.75
	Adjustment for the current year	0.82	(1.70)
	<b>Total in ₹</b>	<b>0.87</b>	<b>0.05</b>



**COMPUTER POINT LIMITED**

CIN:L72200WB1984PLC152180

**Notes Forming Integral Part of the Balance Sheet as at 31st March'2018****Note : 4 Trades Payable**

Sr. No	Particulars	Current Year	Previous Year
1	Sundry Creditors	365.91	-
	Total in ₹	365.91	-

**Note : 5 Other Current Liabilities**

Sr. No	Particulars	Current Year	Previous Year
1	Creditors for Expenses	5.14	5.81
2	Tax Deducted at Source	0.03	0.06
3	Car loan	10.05	9.75
	Total in ₹	15.22	15.62

**Note : 6 Short Term Provisions**

Sr. No	Particulars	Current Year	Previous Year
1	<u>Others</u> Provision for Taxation (MAT)	1.52	1.19
	Total in ₹	1.52	1.19

**Note : 7 Fixed Asset****I. Fixed Assets**

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning as at 31.03.2017	Addition during the year	Sold during the year	Value at the end as at 31.03.2018	Value at the beginning upto 31.03.2017	During the year	Deduction during the year	Value at the end upto 31.03.2018	WDV as on 31.03.2018	WDV as on 31.03.2017
I	Computer Systems	40.00%	25,00,000	5,24,810	-	30,24,810	13,80,000	5,70,456	-	19,50,456	10,74,354	11,20,000
II	Furniture & Fixture	18.10%	-	5,16,940	-	5,16,940	-	93,566	-	93,566	4,23,374	-
III	Motor Car	25.89%	15,10,485	5,67,846	-	20,78,331	3,91,065	3,38,823	-	7,29,888	13,48,443	11,19,420
	TOTAL (A)		40,10,485	16,09,596	-	56,20,081	17,71,065	10,02,845	-	27,73,910	28,46,171	22,39,420
	Previous Year		20,00,000	20,10,485	-	40,10,485	6,33,333	11,37,731	-	17,71,064	22,39,421	13,66,667



## COMPUTER POINT LIMITED

CIN : L72200WB1984PLC152180

## Notes Forming Integral Part of the Balance Sheet as at 31st March'2018

## Note : 8 Trade Recievables

₹ in Lac

in Lac

Sr. No	Particulars	Current Year	Previous Year
1	<u>Outstanding for more than six months</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	891.53	760.75
	c) Doubtful	-	-
2	<u>Others</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	365.58	149.05
	c) Doubtful	-	-
	<b>Total in ₹</b>	<b>1,257.11</b>	<b>909.80</b>

## Note : 9 Advances - Properties &amp; Others

Sr. No	Particulars	Current Year	Previous Year
1	<u>Advances</u> For Properties	482.00	482.00
	<b>Total in ₹</b>	<b>482.00</b>	<b>482.00</b>

## Note : 10 Cash &amp; Cash Equivalent

Sr. No	Particulars	Current Year	Previous Year
1	<u>Cash-in-Hand</u> Cash Balance	7.78	20.65
	<b>Sub Total (A)</b>	<b>7.78</b>	<b>20.65</b>
2	<u>Bank Balance</u> Balance with sechdule Bank Cheque in hand	1.27 47.60	1.53 28.06
	<b>Sub Total (B)</b>	<b>48.87</b>	<b>29.59</b>
	<b>Total [ A + B ]</b>	<b>56.65</b>	<b>50.24</b>

## Note :11 Short Terms Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
1	<u>Loans &amp; Advances</u>		
	a) Secured, Considered Good :		
	Advance to Associate Concerns	-	-
	b) Unsecured, Considered Good :	1,824.88	1,851.51
	c) Doubtful		
2	<u>Others</u>		
	Advance Recoverable in cash or in kind or for value to be considered good	-	-
	Tax Deducted at Source	35.28	19.66
	Minimum Alternative Tax Paid	17.98	17.98
	Deposit Under S. Tax	18.49	-
	<b>Total in ₹</b>	<b>1,896.63</b>	<b>1,889.15</b>



**COMPUTER POINT LIMITED**

CIN : L72200WB1984PLC152180

*Notes Forming Part of Statement of Profit & Loss as at 31st March'2018***Note : 12 Revenue from Operations**

₹ . In Lac

₹ In Lac

Sr. No	Particulars	Current Year	Previous Year
1	Revenue from Sales (TDS Rs 14400/-)	367.01	5,874.55
	<b>Total in ₹</b>	<b>367.01</b>	<b>5,874.55</b>

**Note : 13 Other Income**

Sr. No	Particulars	Current Year	Previous Year
1	Interest Received (TDS ₹ 1567060/- Prev.Yr. ₹ 1855952/-)	157.91	185.26
2	Interest Received on IT Refund	-	3.25
	<b>Total in ₹</b>	<b>157.91</b>	<b>188.51</b>

**Note : 14 Purchase of Stock In Trade**

Sr. No	Particulars	Current Year	Previous Year
1	Purchases	364.04	5,853.22
	<b>Total in ₹</b>	<b>364.04</b>	<b>5,853.22</b>

**Note : 15 Employment Benefit Expenses**

Sr. No	Particulars	Current Year	Previous Year
1	Directors Remuneration	6.00	4.80
2	Staff Welfare Expenses	6.23	8.11
3	Staff Salary	44.95	47.87
4	Directors Sitting Fees	0.40	0.43
	<b>Total in ₹</b>	<b>57.58</b>	<b>61.21</b>

**Note : 16 Depreciation & Amortised Cost**

Sr. No	Particulars	Current Year	Previous Year
1	Depreciation	10.03	11.38
	<b>Total in ₹</b>	<b>10.03</b>	<b>11.38</b>



**Note : 17 Other Administrative Expenses**

Sr. No	Particulars	Current Year	Previous Year
1	Electricity Charges	2.88	6.14
2	Direct Consumables	1.02	5.22
3	Repairs & Maintenance	3.90	6.73
4	Stock Exchange & Depository Fees	4.25	4.23
5	Insurance Premium Paid	0.78	0.85
6	Travelling & Convince	13.94	20.88
7	Advertisement	0.53	-
8	Printing & Stationery	4.80	7.37
9	Hire Charges	0.64	1.14
10	Communication Expenses	2.18	5.47
11	Vehicle Running & Repair	2.34	3.64
12	Professional Charges	2.29	4.07
13	Books & Courseware Material	6.65	8.92
14	Maintenance Expenses	3.25	8.27
15	Auditors Remuneration	0.62	0.62
16	Rent	14.39	26.94
17	Sales Promotions	0.98	3.44
18	Conference Expenses	15.80	-
19	Packing & Forwarding Expenses	0.98	2.52
20	GST/ VAT Expenses	0.15	5.04
21	General Expenditure	8.27	8.42
	<b>Total in ₹</b>	<b>90.64</b>	<b>129.91</b>



**COMPUTER POINT LIMITED****18. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS****A. Accounting Policies****1. Basis of Preparation:**

The financial statements are prepared under the historical cost convention and the requirements of the Companies Act, 2013.

**2. Use of Estimates:**

The preparation of financial statements requires the management of the company to make estimates and assumption that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amount of incomes and expenses during the year.

**3. Fixed Assets:**

Fixed Assets are stated at Cost, less accumulated depreciation. Cost includes expenditure incurred in the acquisition and construction / installation and other related expenses.

**4. Depreciation:**

Depreciation is provided under Written down Value method and the rates and in the manner specified under Schedule II of the Companies Act, 2013.

**5. Investments:**

Investments, being long-term investments, in shares are unquoted and stated at cost, unless there is other than temporary decline in the value thereof. There is no Investments in the Company during the year.

**6. Retirement Benefits:**

There being no employee of permanent nature serving continuously for specified period for entitlement to Retirement benefits under the statutory regulations no provisions therefore was made in the accounts. The terms of employment does not permit for carry forward and/or encashment of leave and hence no provision for leave encashment was made in the Accounts.

**7. Revenue Recognition:**

Revenue from sales are recognized upon delivery. This is when title passes to the customer. Items of Income and Expenditure are recognised on accrual and prudent basis.

**8. Taxation:**

Provision for Taxation is made on the basis of the taxable profits computed for the current accounting period (reporting period) in accordance with the Income Tax Act, 1961.

Deferred Tax expenses or benefit is recognized on timing difference being the difference between books accounting depreciation on fixed assets as per companies Act 1956 and taxable depreciation as per Income Tax Act 1961 that originated in one period and are capable of reversal in one or more subsequent period. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the balance sheet date.

Minimum Alternative Tax (MAT) credit asset is recognized in the Balance Sheet where it is likely that it will be adjusted against the discharge of tax liability in future under Indian Income Tax Act, 1961.

**9. Inventories**

Inventories are carried at lower of cost and net realizable value. Cost is determined on a weighted average basis. There is no Inventories in the Company during the year.

**10. Contingent Liabilities:**

Contingent Liabilities are not provided but disclosed by way of notes under Notes to the Accounts.

**11. Inventory Valuation**

There is no Inventory in the company at the end of the year. So Valuation of the Inventory not required.

**Earning per Share:**

Earning per share is calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or losses for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**12. General:**

Accounting Policies not specially referred to are consistent with the generally accepted accounting practices.

**B. Notes to the Accounts:-**

	31.03.2018	31.03.2017
1. Capital Commitments :	₹ Nil	₹ Nil
2. Contingent Liability		
a. Interest on Loan from Financial Institution	₹ Nil	₹ Nil
b. If demand by Income Tax (Pending Appeal)	₹ Nil	₹ Nil
c. Guarantees given by Company (if any)	₹ Nil	₹ Nil
d. Estimated amount of Royalty, Payable in Future year (if any)	₹ Nil	₹ Nil

3. There is no opening & closing stock in the Company during the year. So question of verification & valuation of the stock.

4. The Company has not provided gratuity on the basis of actuarial valuation as prescribed under the accounting standard and the guideline framed by the Institute of Chartered Accountants since in the opinion of the management no employee has not completed five years of services and/or qualified to receive.

5. Particulars in respect of goods traded as per information required by Part II of Schedule VI have been furnished hereunder: -

**A. DETAILS OF GOODS TRADED:**



Items	Particulars	31.03.2018		31.03.2017	
		Qty. (In Nos.)	Value (In Lacs.)	Qty. (In Nos.)	Value (In Lacs.)
HL FABRICS	Opening Stock	0	0	0	0
& OTHERS	Purchases	4400	364.04	2575	853.22
	Sales	4400	367.01	2575	874.55
	Closing Stock	0	0	0	0

In case of other traded items, considering the nature, scale and size of items it is not possible for us to determine the quantitative details for the same, whereas amount is added in the columns of Value shown in the above chart.

6. Income Tax has been provided according to tax liabilities determined as per the financial statements prepared as at 31<sup>st</sup> March, 2018.
7. No creditor of the Company has informed the company of their status being SSI Units.
8. There are no Micro, Small and Medium Enterprise to whom the Company owes dues which are outstanding for more than 45 days at the Balance Sheet date.
9. The management has certified that same as above there are no other matter or claims involving the company and for which liabilities may arise at present or in future and/or which may otherwise require any disclosure on the face of the accounts and/or in auditors report etc.
10. As per Accounting Standard 17, The Company operates solely in the Information Technology Solutions segment & hence no separate information for segment wise disclosure is required.
11. Earnings per share are computed in accordance with Accounting Standard-20 issued by the Institute of Chartered Accountants of India.

	31.03.2018	31.03.2017
a) Profit after Tax as per Accounts (Rs. In Lacs)	1.43	5.03
b) Weighted Average of Shares Outstanding during the period	3,00,01,300	3,00,01,300
c) Nominal Value of Equity Shares	₹10.00	₹10.00
d) Earnings Per Share-Basic (Rs.)	0.00	0.00
e) Earnings Per Share-Diluted (Rs.)	0.00	0.00
12. Managerial Remuneration to Directors		
Salary & Allowances (including perquisites)	₹ 6.00	₹ 4.80
13. (a) Earning in Foreign Exchange	₹ Nil	₹ Nil
(b) Expenditure in Foreign Currency	₹ Nil	₹ Nil

14. Related Party Disclosures as required by Accounting Standard (AS-18) issued by the Institute of Chartered Accountants of India, are given below:

**A. Particulars of Related Parties**

Subsidiary Companies	NIL
Associate Companies	NIL
Enterprises in which key Management personnel have significant influence:	NIL

**B. Key Management Personnel**

1. A. Jain	W. T Director
2. S. Mukherjee	Chief Financial Officer

**C. Relatives of Key Management personnel:**

During the year the company does not entered any transaction with the key relative of the Management personnel.

15. The figures of the previous year have been regrouped, rearranged and reclassified wherever necessary to conform to current.

**ACHARYYA SWAPAN & CO.**

CHARTERED ACCOUNTANTS

Firm Regd No. 325797E

**For and on behalf of the Board**

A. Jain                      A. Das  
W T Director              Director  
(Din: 00432709) (Din: 00432932)

CA. ADITYA SINGH

Partner

Membership No. 068958

J. Tiwari                      S. Mukherjee  
Company Secretary      Chief Financial Officer

Place : Kolkata

Dated: 29th day of MAY, 2018