

**COMPUTER POINT LTD.**

1/1B, UPPER WOOD STREET  
KOLKATA - 700 017

CIN - L72200WB1984PLC152180

To,  
Bombay Stock Exchange Limited  
The Department of Corporate Services  
P. J. Towers, 25<sup>th</sup> Floor,  
Dalal Street,  
Mumbai - 400 001

45  
Date: 21.12.2015

Sir,

**Sub : ANNUAL REPORT**

This is to bring you a kind notice that due to mistake of the binder one page being Annexure to Secretarial Audit Report was missing from the bound book containing Annual Reports, Accounts etc . The copy of the said annexure with the Directors Comment is attached hereto for your kind information & record.

Thanking You,

Yours Sincerely,

Computer Point Ltd.

  
(Authorised Signatory)

TO,

M/S COMPUTER POINT LTD.

1/1 B, UPPER WOOD STREET

KOLKATA – 700017.

**ANNEXURE**

**ANNEXURE TO SECRETRIAL AUDIT REPORT**

Basis clarifications furnished by the management of the Company in reply to my queries ,

Following further observation is made.

1. The Company is not regular in filling the Forms>Returns required with MCA.
2. The Company has not complied with the provisions of Section 108 of Companies Act 2013 read with Rule 20 of The Companies(Management and Administration) Rules, 2014 for E-Voting in case of appointment of Statutory Auditors at Extraordinary General Meeting & non compliance of advertisement in newspaper.
3. The Stock Exchange compliance are not made at par viz. non-submission of Minutes of Annual General Meeting and E-Voting at the Annual General Meeting etc.

Place : Kolkata

Signature :

Date : 30.07.2015

Name of Firm : K.C.Dhanuka & Co.

FCS – 2204, C.P. No. – 1247



## DIRECTORS COMMENTS

1 .In certain cases filling of the e-forms with MCA where delayed & filled on payment of late fees.

2. The EOGM refer to above was in connection with appointment of the same Auditor who had earlier decline to continue as Statutory Auditor the Company due to limitation of Audit under the provision of Companies act 2013 , was subsequently removed by the notification to MCA and fresh consent was given by the Auditor at the last moment. The appointment of the Auditor in the causal vacancy was just a formality.

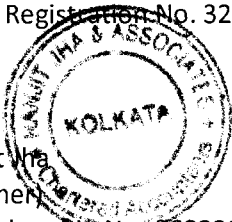
3. The compliance of the stock exchange formality are duly made though delayed, on receipt of reminder from the stock exchange , as & when receipt. During the year no non submission was there.

The Directors of the Company sincerely regret the minor lapses if any and will take care of such sort coming in the future.

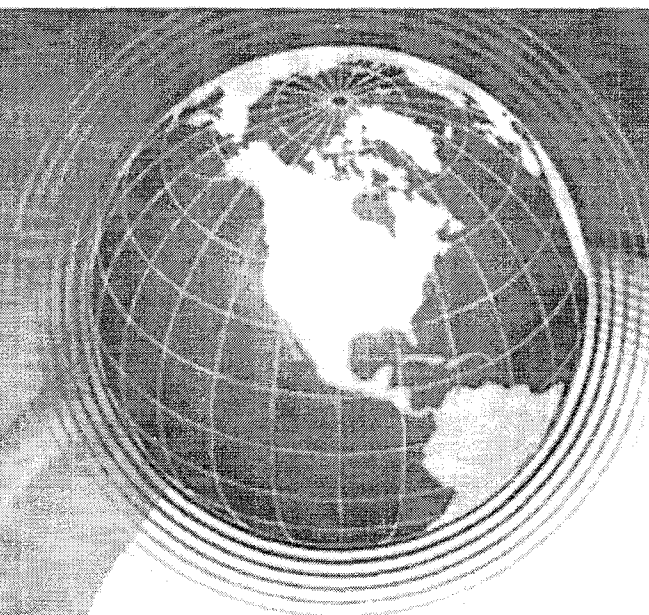


**FORM A**

**(Pursuant to Clause 31(a) of Listing Agreement)**

No	Particulars	Details
1.	Name of the Company	Computer Point Ltd
2.	Annual standalone financial statements for the year ended	31 <sup>st</sup> March 2015
3.	Types of audit observation	<p><b>Matter of Emphasis – Paragraph inserted in Auditor's Report of Standalone financial statements</b></p> <p>We draw attention to Note No. (X) to the financial statement. The Company has accumulated losses of Rs.319.24 Lacs as at 31<sup>st</sup> March, 2015 (Prev. Year Rs. 319.38 Lacs) which is below fifty percent of its net worth and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.</p> <p>Our opinion is not qualified in respect of this matter.</p>
		<p>During the earlier Couple of year, the Company business in IT Education through a chain of franchises. They are not performing up to expectations inspite of its all out efforts. The resultant realizations are not enough to wipe out the excessive cost over run the company had to suffer due to significant upward revision in estimated cost of a major project in India.</p>
4.	Frequency of observation	Third year
5.	To be signed by: <ul style="list-style-type: none"> <li>• Whole Time Director</li> <li>• CFO</li> <li>• Audit Committee Chairman</li> <li>• Auditors of the Company</li> </ul>	<p>Mr. A. Jain <i>A Jain</i></p> <p>Mr. Sougata Mukherjee <i>S. Mukherjee</i></p> <p>Mr. R. Gupta <i>R. Gupta</i></p> <p>Refer our Audit Report dated 30<sup>th</sup> May, 2015 On the standalone financial statements of the Company For RANJIT JHA &amp; ASSOCIATES Chartered Accountants (Firm Registration No. 326969E)</p> <p align="center">   <i>Ranjit Jha</i>            Ranjit Jha            (Partner)            (Membership No.: 068333)         </p> <p>Kolkata, 30<sup>th</sup> July 2015</p>





# **30th ANNUAL REPORT 2014 - 2015**

**A Global Source for IT Solution**



**COMPUTER POINT LTD.**

- 
1. BOARD OF DIRECTORS : Mr. A. JAIN – W. T Director  
Mr. ASHOK DAS – Director  
Mr. R. GUPTA – Director  
Mr. R.R. CHHALLANI – Director  
Mrs. LATA JAIN – Woman Director  
(w.e.f. 01.10.2014)
2. COMPANY CIN : CIN - L72200WB1984PLC152180
3. COMPANY SECRETARY : Mr. J. TIWARI
4. CHIEF FINANCIAL OFFICER : Mr. S. MUKHERJEE
5. AUDITORS : M/s. RANJIT JHA & ASSOCIATES  
Chartered Accountants  
Kolkata
6. SOLICITORS : MUKHERJEE ASSOCIATES  
SOLICITORS & ADVOCATES  
KOLKATA
7. BANKER : FEDERAL BANK
8. REGISTERED OFFICE : 1/1B, UPPER WOOD STREET  
KOLKATA-700 017  
PHONE : (033) 2281-4418  
E-mail – corpcpl@gmail.com
9. REGISTRARS & SHARE  
TRANSFER AGENTS : M/s S.K.INFO SOLUTIONS (P) LTD.  
34/1A, Sudhir Chatterjee Street  
Kolkata-700 006  
Phone : (033)-22194815  
E-mail – contact@skinfo.com
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## NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting of the members of M/s **COMPUTER POINT LIMITED**, will be held on Monday, the 28<sup>th</sup> Day of September, 2015, 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, 2015 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. A. Jain (holding DIN 00432709), 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. Ranjit Jha & Associates (firm regs. no. 326969E) 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 2019, be and is hereby ratified in terms of sec 139 of the Companies Act. 2013 and that the Board of Directors be and is hereby authorized to fix their remuneration for the year 2015-2016”.

**“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.

### SPECIAL BUSINESS :

#### Item No. 4

##### Appointment of Mrs. Lata Jain as a rotational Director.

To consider and if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary Resolution :-

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150 , 152 160 and any other applicable provisions of Companies Act, 2013 and the Rules made there under (including any statutory

modification (s) or re-enactment thereof for the time being in force) Mrs. Lata Jain (holding DIN 00397913), be and is hereby appointed as a Director of the Company whose period in office shall be subject to retirement by rotation.

By Order of the Board

For Computer Point Limited

Place - Kolkata

Date: 12<sup>th</sup> August, 2015.

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 Tuesday, 22<sup>nd</sup> September, 2015 to Monday, 28<sup>th</sup> September, 2015 (both days inclusive)
4. Members desiring any information on the Accounts for the financial year ended on 31<sup>st</sup> March, 2015 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 mandate 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, and the corresponding provisions under sec 124 of the 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 mode. Henceforth, the e-mail addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be

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**Explanatory Statement in respect of the special business pursuant to section 102 (1) of the Companies Act, 2013**

**Item No. 4**

Mrs. Lata Jain is a Commerce graduate. She possesses professional experience of more than 30 years.

Mrs. Lata Jain, is a Non- executive and non-Independent Director of the Company. She joined the Board of Directors of the Company in October 2014. She is a member of the Remuneration Committee of the Company.

Mrs. Lata Jain, retires at the ensuing Annual General Meeting under the applicable provisions of Companies Act, 2013. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mrs. Lata Jain being eligible is proposed to be appointed as a non- executive Director whose period in office shall be subject to retirement by rotation .

The Company has received notice in writing under the provisions of section 161 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Lata Jain for the office of rotational Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Lata Jain (i) consent in writing to act as Director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form – DIR -8 in terms of Companies (Appointment & Qualification of Director) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Lata Jain fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under for her appointment as a Director of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail service of Mrs. Lata Jain as a Director, liable to retire by rotation, for the approval by the shareholders of the Company.

Save and except Mrs. Lata Jain and Mr. Ankush Jain being related to each other, no other Director in the Board is interested in the resolution.

**Item No. 4**

The particulars Mrs. Lata Jain as stated herein above form part of the clause 49 of the listing agreement. Particulars of A. Jain has here in Compliance of Clause 49 of the listing Agreement.

## **DIRECTOR'S REPORT**

The Directors take pleasure in presenting the 30th Annual Report and the Audited Statement of Accounts for the period ended 31<sup>st</sup> March 2015.

## **FINANCIAL RESULTS**

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

## **FINANCIAL RESULTS**

₹ in Lac

Particulars	Current Year ended on 31.03.2015	For the year ended 31.03.2014
Gross Sales	2439.78	4872.71
Other Income	155.96	111.37
Total	2595.74	4984.08
Less : Operating Expenditure	2559.41	4954.61
Gross Profit/(Loss)	36.33	29.47
Less : Interest	0.00	0.00
Less : Depreciation	35.91	28.74
Net Profit / (Loss) before tax	0.42	0.73
Less : Provision for Income Tax	0.08	0.13
Add/(Less) : Deferred Tax	0.20	3.10
Net Profit / (Loss) after tax (PAT)	0.14	3.70
Add : Bal. B/F from previous year	(319.38)	(323.08)
Balance C/F to Balance Sheet	(319.24)	(319.38)
Earning Per Share	0.00	0.00

## **REVIEW OF OPERATIONS**

During the year under review, in spite of serious inflationary trend ruling in the market and overall recession in the country's economy, your company had to sustain a shortfall in its gross revenue by about 50% with a reduction in PAT by Rs. 2.58 Lacs.

## **DIVIDEND**

There being a resultant Loss carried over to Balance sheet, your Directors refrain from recommending any dividend for the year ended 31<sup>st</sup> March 2015.

## **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 Fund (SEPF) in terms of sec. 124(5) of Companies Act, 2013.

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## **CAPITAL / FINANCE**

During the year the Company, did not issue / allot any Shares or Securities as on 31<sup>st</sup> march, 2015. The Issued, subscribed and paid-up share capital of the Company remained unaltered at Rs. 3,000.13 Lacs Comprising of 3,00,01,300 equity shares of Rs. 10/- each.

## **CREDIT RATING**

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

## **DIRECTORS**

### **Appointment :**

Pursuant to provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the Companies Act, 2013, your Mr. Ashok Das and Mr. R. R. Challani were appointed as Independent Directors of the Company to hold office for a period of five years with effect from conclusion of the AGM, held on 27.09.2014 and their office as Independent Director shall not be subject to retirement by rotation.

As per provisions of the Companies Act, 2013 Mr. Ankush Jain shall retire at the ensuing Annual General Meeting of the Company and being eligible, seeks re-appointment. The Board of Directors recommend his re-appointment.

Mr. S. Mukherjee has since been appointed as chief financial officer of the Company in due compliance of section 203 of the Companies Act, 2013.

Pursuant to the provisions u/s 152 of the Companies Act, 2013 Mrs. Lata Jain has since been appointed Additional Director to hold office until the conclusion of the forthcoming AGM to fulfill the requirement of woman director in the Board. In the meantime the Company has received a notice u/s 161 of the Companies Act, 2013 with requisite deposit proposing to Mrs. Lata Jain to be appointed as a rotational Director in the forthcoming AGM.

The particulars of the Director seeking appointment / re-appointment has duly been furnished as part of the notes to the notice convening the ensuing Annual General Meeting pursuant to clause 49 of the listing agreement.

## **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 their 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 2014-2015 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, 2013 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 clause 49 of the listing agreement 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 2015 is annexed hereto and Marked as Annexure 1.

## **AUDITORS AND THEIR REPORT**

In the last Annual General Meeting of the Company held on 27<sup>th</sup> September 2014 M/s. R. K. Bhatler & Co., Chartered Accounts was appointed as statutory Auditor for three (3) consecutive years subject to rectification of members at every Annual General Meeting in between whereas by a notice given by the Auditors expressing their inability to accept the appointment in view of the ceiling in the number of Audit prescribed under the provision of the Companies Act, 2013. and there was a casual vacancy caused in the office of statutory auditors and the Company has since appointed M/s. Ranjit Jha & Associates Chartered Accounts (firm regs. no 326969E) as the statutory Auditors of the Company in the casual vacancy for a period of consecutive 5 years ending on 31.03.2019, in the Extra Ordinary General Meeting held on 28.01.2015 subject to ratification by the members at each Annual General Meeting held in between this period. Accordingly the ratification of their appointment is sought for at the ensuing Annual General Meeting.

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.

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## **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. 2014-15.

## **SECRETARIAL AUDIT**

In terms of section 204 of the Companies Act, 2013 and rules made there under, Mr. K.C. Dhanuka & Co., a Company Secretary in practice (CP No. 1247 member. no. 2204) has been appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the F.Y. 2014-15. The Report of secretarial Auditor is enclosed hereto as Annexure – 2. which is self explanatory and needs no comments thereon.

## **RELATED PARTY TRANSACTION**

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 for 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 of 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 un-authorized use or depreciations.

An audit committee of the Board regularly review 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**

The Company is not having any Subsidiary.

#### **EMPLOYEES STOCK OPTION SCHEMES**

The Company have not provided any employee stock option.

#### **GREEN INITIATIVES**

Electronic copies of the Annual Report 2015 along with the Notice of the 30<sup>th</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 2015 along with the Notice of the 30<sup>th</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.

#### **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 31.03.2015.

#### **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 attracted to this Company.

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## **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.

## **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 of 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

Director

Director

Place : Kolkata

Date : 30<sup>th</sup> July, 2015

## ANNEXURE-'5' TO THE DIRECTORS REPORT

Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

As on the Financial Year ended 31/03/2015

[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,<br>Kolkata – 700 017,<br>Ph: 033-2282-2294<br>E-mail: <a href="mailto:corpcl@gmail.com">corpcl@gmail.com</a>  |
| 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.<br>34/1A, Sudhir Chatterjee Street<br>Kolkata-700 006<br>Ph – 033-22194815<br>E-mail – <a href="mailto:contact@blcinfo.com">contact@blcinfo.com</a> |

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to the turnover of the company
1.	Trading and its Peripharals	28392009	100%

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

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

**ANNEXURE 1**  
**EXTRACT OF ANNUAL RETURN**

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>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	18115391	3586920	21702311	72.34	18105515	3647951	21753466	72.50	0.16
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individual									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4478910	160169	4639079	15.46	4461609	236598	4698207	15.66	0.20
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2818143	180137	2998280	9.99	2850135	38922	2889057	9.63	(0.36)
c) Others (NRI)	113868	-	113868	0.38	112808	-	112808	0.38	-
c-1) HUF	-	-	-	-	-	-	-	-	-
c-2) clearing members	-	-	-	-	-	-	-	-	-
Sub-total	25526312	3927226	29453538	98.17	25530067	3923471	29453538	98.17	-
(B)(2):	25526312	3927226	29453538	98.17	25530067	3923471	29453538	98.17	-
Total Public Shareholding	25526312	3927226	29453538	98.17	25530067	3923471	29453538	98.17	-
(B)=(B)(1) + (B)(2)	25526312	3927226	29453538	98.17	25530067	3923471	29453538	98.17	-
Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	26074074	3927226	30001300	100	26077829	3923471	30001300	100	-

### Shareholding of Promoters

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	
ANKUSH JAIN	290200	0.97	—	290200	0.97	—	—
APURVA JAIN	78781	0.26	—	78781	0.26	—	—
LATA JAIN	178781	0.60	—	178781	0.60	—	—
TOTAL	547762	1.83	—	547762	1.83	—	—

### (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	3750000	12.5	—	—	3750000	12.5
4	PROTECT MARKETING	3750000	12.5	—	—	3750000	12.5
5	JAI TECHNOLOGY PVT.LTD	1931450	6.44	68550	Purchase	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	CAMELIA SUPPLIERS PVT.LTD	348567	1.16	(-75926)	Sale	272641	0.91
9	ARIHAN CAPITAL MARKET LTD	322804	1.08	(-322804)	Sale	—	—
10	EPOCH MARCHANTILE PVT.LTD	237908	0.79	—	—	237908	0.79



**(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 (01-04-14 to 31-03-15)		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	NIL	NIL	NIL	NIL	NIL	290200	0.97

**INDEBTEDNESS**

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

(₹ in Lac)

	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 Lac)

S. No.	Particulars of remuneration	Name of MD / WTD / Manager	Total Amount
	Remuneration to MD / WTD and / or Manager	Shri A. Jain WTD	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.92	1.92
	(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	—	—
2	Stock Option	—	—
3	Sweat Equity	—	—
4	Commission	—	—
	▪ as % of profit	—	—
	▪ others, specify	—	—
5	Others, please specify	—	—
	<b>Total (A)</b>	<b>1.92</b>	<b>1.92</b>

**B. Remuneration to other directors:**

(In ₹)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	Mr. A. Das	Mr. R.R. Challani	Mr. R. Gupta	Mrs. L. Jain	
	i. Fee for attending board / committee meeting	10,000	15,000	6,000	3,000	34,000
	ii. Commission	—	—	—	—	—
	iii. Reimbursement of Expenses	—	—	—	—	—
	<b>Total (1)</b>	<b>10,000</b>	<b>15,000</b>	<b>6,000</b>	<b>3,000</b>	<b>34,000</b>
2	Other Non-Executive Director					
	i. Fee for attending board / committee meeting	—	—	—	—	—
	ii. Commission	—	—	—	—	—
	iii. Others, please specify	—	—	—	—	—
	<b>Total (2)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
	<b>Total (B)=(1+2)</b>	<b>10,000</b>	<b>15,000</b>	<b>6,000</b>	<b>3,000</b>	<b>34,000</b>
	<b>Total Managerial Remuneration</b>					<b>—</b>
	<b>Overall Ceiling as per the Companies Act, 2013</b>					<b>34,000</b>

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

(₹ In Lacs)

Sl. 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>	<b>1.80</b>	<b>1.80</b>	<b>3.60</b>

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

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**ANNEXURE 2**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2015  
[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.  
1/1B Upper Wood Street,  
Kolkata-700017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Computer Point India 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 our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made there under;  
The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;  
The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;  
The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-  
The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;  
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;  
The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;  
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;  
We have also examined compliance with the applicable clauses of the following:  
Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the company during the audit period).  
The Listing Agreements entered into by the Company with Bombay Stock Exchange.

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

We 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 are 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

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. We 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. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We 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. We further state that this is neither an audit nor an expression of opinion on the financial activities / statements of the Company. Moreover, we 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

Signature :

Date : 30.07.2015

Name of Firm : **K.C.Dhanuka & Co.**  
FCS – 2204, C.P. No. – 1247

### ANNEXURE 3

#### REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2014-2015

#### 1. COMPANY'S PHILOSOPHY

Good corporate governance for the Company, does not mean only compliance with various statutory and regulatory requirements. The Company strongly believes that the spirit of corporate governance goes beyond the statutory form. Sound Corporate Governance is a key driver of sustainable corporate growth and long-term value creation for the stakeholders and protection of their interests. The Company is continued to maintain the highest level of transparency, accountability, and equity in its operations.

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 to all its stakeholders including employees, customers, shareholders and investors.

#### 2. BOARD OF DIRECTORS

As at 31<sup>st</sup> March 2015 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 2015 consisted of Four 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 & Non-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, provided 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 or Sec 8 of the Companies Act, 2013 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 27th Sep' 2014	No. of Directorship in other Public Ltd. Companies	No. of Committee positions held in other Public Ltd Companies	
		Held during tenure	Attended			As Chairman	As Member
Mr. A. Jain	Executive & Non Independent	6	6	Yes	Nil	Nil	Nil
Mr. R. Gupta	Non Executive & Independent	6	3	Yes	Nil	Nil	Nil
Mr. A. Das	Non Executive & Independent	6	6	Yes	Nil	Nil	Nil
Mr. R. R. Chhallani	Non Executive & Independent	6	3	No	Nil	Nil	Nil
Mrs. Lata Jain	Non Executive & Independent	4	2	No	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 2015.



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

A total of 6 (SIX) 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	30.05.2014	4
2	30.07.2014	3
3	30.09.2014	4
4	30.10.2014	3
5	05.01.2015	3
6	30.01.2015	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, 2013 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: Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

**5. AUDIT COMMITTEE**

- i) The role and terms of reference of the Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement and in Section 177 of the Companies Act, 2013. The Company's Audit Committee comprises of the following Directors the majority of which 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) 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	2
Mr. A. Das	Non-Executive & Independent	4	4
Mr. A. Jain	Executive & Non-Independent	4	3

Four Meetings of the Audit Committee were held during the financial year ended 31<sup>st</sup> March 2015. The dates on which the Audit Committee meetings were held are as follows 24<sup>th</sup> May 2014, 25<sup>th</sup> July 2014, 28<sup>th</sup> October 2014 & 24<sup>th</sup> January 2015.

## 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. Jain	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 30.04.2014, 30.05.2014, 29.06.2014, 30.07.2014, 29.08.2014, 30.09.2014, 31.10.2014, 29.11.2014, 31.12.2014, 31.01.2015, 27.02.2015 & 30.03.2015. 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.

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 27.10.2014 in which all the members were present.

All the Non Executive directors are however paid sitting fees of Rs.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	—	—	6,000/-	6,000/-
Mr. A. Jain	1,92,000/-	—	—	1,92,000/-
Mr. R. R. Chhallani	—	—	15,000/-	15,000/-
Mr. A. Das	—	—	10,000/-	10,000/-
Mrs. Lata Jain	—	—	3,000/-	3,000/-

## 8. NAME AND DESIGNATION OF COMPLIANCE OFFICER

Mr. J. Tewari, Our Company Secretary 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 Company Secretary at the below mentioned address:

Mr. J. Tewari  
Company Secretary  
M/s Computer Point Ltd.  
1/1B, Upper Wood Street,  
Kolkata – 700 017  
Email – [corpcl@gmail.com](mailto:corpcl@gmail.com)

## 9. GENERAL BODY MEETINGS

### (i) General Meeting

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

Financial Year Ended on	Date	Time	Venue
31.03.2012	21.09.2012	9.30 A.M.	1, Ballygunge Park Road, Kolkata-700019
31.03.2013	06.09.2013	3.30 P.M.	1, Ballygunge Park Road, Kolkata-700019
31.03.2014	27.09.2014	9.30 A.M.	1, Ballygunge Park Road, Kolkata-700019

### (b) Extraordinary General Meeting

There was one Extra ordinary General Meeting of the Members held on 28.01.2015 during the year, to appoint Statutory Auditor M/s. Ranjit Jha & Associates, Chartered Accountants in the casual vacancy caused by the resignation of M/s. R. K. Bhattar & Co. Chartered Accountant.

## 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 '17' forming part of the Accounts for the year ended 31<sup>st</sup> March 2015.

- 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 31.03.2015: NIL
- c) The Company duly complied with the mandatory requirements of clause 49 of the listing Agreement 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 Companies 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 : 28<sup>th</sup> September, 2015

Time : 9.30 A.M.

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

- ii) The information as required under clause 49 (vi) of the Listing Agreement 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 30th Annual General Meeting. The Shareholders may kindly refer to the same.

b) **FINANCIAL CALENDER 2014-2015**

The current financial year has been for a period of 12 months from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015.

c) **DATES OF BOOK CLOSURE**

The Share transfer books and Register of Members of the Company will remain closed from 22<sup>nd</sup> September, 2015 to 28<sup>th</sup> September, 2015, both days inclusive in connection with the Annual General Meeting of the Company to be held on 28<sup>th</sup> September, 2015.

d) **DIVIDEND PAYMENT DATE**

No dividend is recommended for the period ended 31<sup>st</sup> March 2015.

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](mailto: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.

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	–	–	–	–
NRI s / OCRs	19	0.31	112808	0.38
Other Bodies Corporate	141	2.33	21753466	72.52
Resident Individuals	5886	97.31	7587264	25.27
Others	–	–	–	–
<b>TOTAL</b>	6049	100.00	30001300	100.00

### 15. DEMATERIALISATION & LIQUIDITY

As on 31<sup>st</sup> March 2015 about 86.93% shares of the Company are in dematerialized form. The shares of the Company are permitted to trade only on dematerialized form w.e.f. 23.10.2000.

**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, 2015.**

Category	No of Shareholders	Percentage	No of Shares	Percentage
Upto 500	3989	65.94	869163	2.90
501 – 1000	923	15.26	851755	2.84
1001 – 2000	452	7.47	750393	2.50
2001 – 3000	193	3.19	509831	1.70
3001 – 4000	94	1.55	349944	1.17
4001 – 5000	107	1.77	520291	1.73
5001 – 10000	140	2.31	1034936	3.45
10001 - 50000	125	2.07	2561420	8.54
50001 – 100000	11	0.18	776605	2.59
100001 and above	15	0.25	21776962	72.59
<b>Total</b>	<b>6049</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 2014	1.28	1.22
May 2014	1.33	1.00
June 2014	1.73	0.95
July 2014	1.80	1.62
August 2014	1.54	1.13
September 2014	1.58	1.10
October 2014	1.62	1.17
November 2014	1.55	1.04
December 2014	1.11	0.76
January 2015	1.34	0.82
February 2015	1.31	1.11
March 2015	1.30	1.12

Source: BSE Website

**19. INVESTORS CORRESPONDENCE ADDRESS:**

**M/s COMPUTER POINT LTD.**  
**1/1B, UPPER WOOD STREET**  
**KOLKATA – 700 017**



## 20. DECLARATION

We, Ankush Jain W.T. Director & CEO and S. Mukherjee, Chief Financial Officer of m/s. Computer Point Ltd., hereby declare that pursuant to clause 49 of the Listing Agreements, all members of the Board and senior Management personal have affirmed their Compliance with the code of Conduct for the year ended 31<sup>st</sup> March, 2015.

Date: 30<sup>th</sup> July, 2015  
Place: Kolkata

For Computer Point Ltd.  
A. Jain                      S. Mukherjee  
W.T. Director              Chief Financial Officer

## AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To  
The Members,  
M/s Computer Point Ltd.

We have examined the compliance of corporate governance by M/s Computer Point Ltd for the period ended on 31<sup>st</sup> March 2015 as stipulated under clause 49 of the listing Agreement 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 as assurance as to the viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **RANJIT JHA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 326969E

Place : Kolkata  
Dated : 30<sup>th</sup> day of July, 2015

(Ranjit Jha)  
Partner  
Membership No.: 068333

### ANNEXURE 3

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 2015	Remuneration In Fiscal 2014	% increase remuneration	Ratio Remuneration to the MRE
1.	A. Jain	W.T Director	1.92	1.92	-	1.92:1
2.	Jitendra 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:

(₹ In Lacs)

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.	Jitendra Tiwari	Co. Secretary	1.80	0.07%	428.57%
3	A. Jain	W.T Director	1.92	0.07%	457.14%

Comparison of Remuneration to Employees

(₹ In Lacs)

Particulars	As on 31.03. 2015	As on 31.03. 2014	Increase / Decrease	Average Increase / Decrease	Median Remuneration of Employee (MRE)		Increase / Decrease in MRE	% Increase / Decrease in MRE
					As on 31.03 2015	As on 31.03. 2014		
Number of permanent Employees on the rolls of the Company	60	40	10	-	10.0	10.0	-	-
Total Remuneration	48.88	38.28	10.60					

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## **ANNEXURE 5**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **1. MANAGEMENT DISCUSSION AND REPORT (AS ANNEXED TO THIS REPORT AND MARKED AS ANNEXURE - 5)**

The Company had been very aggressive in the quest for new contracts and execution thereof while maintaining its pricing standards. The Company's business is in certain sectors like Banking, Financial Services, Retail business, Life services and Health care and also in certain Government sector registered a set back on an annual basis. The Company foresees no improvement in its order positions in diverse Industrial sectors in the immediate future due to serious working capital deficit.

The Company's initiation in the operation of Business Schools and Technical Education in the Eastern India in close co-ordination with all India Technical Universities has turned out to be encouraging indicator for a turn-around in business prospects.

#### **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 and extension of Education and Training imparted by a host of Management and computer Education Institutions. In this background 'Computer Point' (CPL) which has already established its presence with a brand name in Computer & Management Training and Education 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 Educational 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:**

The funds which was raised in the preferential allotment was utilized in liquidating the secured term loan to boost up the liquidity position and that too is expected to be supplemented by setting up green field projects for specially design IT courses as proposed. For this Company has entered in an agreement with the Punjab Technical University for imparting their professional courses like MBA, MCA, BBA, etc. in the eastern Region of the country.

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 Education sector 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

A. Jain — WT Director

A. Das — Director

Date: 30<sup>th</sup> July, 2015

Place: Kolkata

## INDEPENDENT AUDITORS' REPORT

To The Members of  
M/s COMPUTER POINT LTD.

### **Report on Financial Statements**

To the Board of Directors of M/s. Computer Point Limited

1. We have audited the accompanying standalone financial statements of **M/s COMPUTER POINT LTD.**, ("the Company") which comprise the Balance sheet as at 31st March, 2015, the statement of profit and loss and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

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

2. The Company 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting standards specified under the Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. 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.
5. 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 financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 financial statements.

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

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.
- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;  
(b) In the case of the Statement of Profit and Loss, of the **Profit** for the year ended on that date; and  
(c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us. We give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by section 143(3) of the Act, we report that, 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 appears from our examination of those books.  
(c) The balance sheet, the statement of profit and loss, and cash flow statement dealt with this report are in agreement with the books of account.  
(d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under section 133 of the act read with Rule 7 of the Companies (Accounts) Rules, 2014.  
(e) On the basis of the written representations received from the directors, as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

For **RANJIT JHA & ASSOCIATES**  
*Chartered Accountants*  
Firm Registration No. 326969E

Place : Kolkata  
Dated : 30<sup>th</sup> day of May, 2015

(Ranjit Jha)  
Partner  
Membership No.: 068333

(Referred to in paragraph 9 of the our report of even date)

- i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
  - (b) According to the information and explanations given to us, the fixed assets were physically verified during the year by the management in accordance with the programme of verification, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies noticed on physical verification were not material and have been properly dealt with in the books of account.
  - (c) There was no disposal of a substantial part of fixed asset.
- ii) (a) The Company has conducted physical verification of inventory at reasonable intervals during the year.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii) (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Company Act, 2013.
  - (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 73 to 76 of the Company Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.
- iv) In our opinion and according to the information and explanations provided to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- v) (a) To the best of our knowledge and belief and according to the information and explanations given to us, there have been no contracts or arrangement the particulars of which are required to be entered during the year in the Register maintained under that Section.
  - (b) To the best of our knowledge and belief and according to the information and explanations given to us, there have been no transactions made in pursuance of such contracts and exceeding the value of Rupees Five Lakhs in respect of any party during the year.
- vi) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public during the year. Therefore, the provisions of clause 4 (vi) of the Order are not applicable to the Company.
- vii) Under the course of our audit and according to the comment of the Management, the Company has adequate in-house audit system considering the turnover and the nature of the Company.
- viii) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rule made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of section 148 of the Act, and are of the opinion that, prime facie the prescribed accounts and records have been made and maintained.

- ix) (a) As per records produced before us and according to the information and explanations given to us the Company is generally regular in depositing undisputed statutory dues applicable to it like income tax, value added tax with the appropriate authorities, and there were no arrears of such dues at the year-end which have remained outstanding for a period of more than six months from the date they became payable.
- (b) As per records produced before us and according to the information and explanations given to us, there are no dues of Income tax, Sales tax, Customs Duty, Wealth tax, Service tax, Excise Duty or Cess, which have not been deposited on account of any dispute.
- x) The Company has accumulated losses of ₹ 319.24 Lacs as at 31<sup>st</sup> March, 2015 (Prev. Year ₹ 319.38 Lacs) which is below fifty percent of its net worth and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any bank or financial institutions or debenture holders.
- xii) In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the company.
- xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee, for loans taken by others from banks or financial institutions during the year.
- xvi) In our opinion and according to the information and explanations given to us, no term loans have been applied for the purpose for which they were raised.
- xvii) In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- xviii) According to the information and explanations given to us, during the period covered by our audit report, the Company has not made preferential allotment of shares to parties.
- xix) The Company has not issue any debentures and accordingly the question of creation of securities or charge in this regard does not arise.
- xx) The Company has not raised any money during the year through public issue of any of its securities.
- xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **RANJIT JHA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 326969E

Place : Kolkata  
Dated : 30<sup>th</sup> day of May, 2015

(Ranjit Jha)  
Partner  
Membership No.: 068333



**COMPUTER POINT LTD.**  
**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015**

PARTICULARS	Note No.	₹ in Lac. As at 31st March'2015	₹ in Lac. As at 31st March'2014
<b>SOURCES OF FUNDS :</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	3,000.13	3,000.13
Reserves and Surplus	2	337.31	337.17
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Deferred Tax Liabilities (Net)	3	2.97	2.77
<b><u>(4) Current Liabilities</u></b>			
(a) Trade Payables	4	610.25	46.41
(b) Other Current Liabilities	5	7.01	5.83
(c) Short-Term Provisions	6	0.08	0.13
<b>Total Equity &amp; Liabilities</b>		<b>3,957.75</b>	<b>3,392.44</b>
<b>II.ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
<b><u>(a) Fixed Assets</u></b>	7		
(i) Gross Block		288.00	243.00
(ii) Depreciation		227.31	191.40
(iii) Net Block		60.69	51.60
<b><u>(2) Current Assets</u></b>			
(a) Trade receivables	8	1,480.75	1,135.00
(b) Property advance		445.00	435.00
(c) Cash and cash equivalents	9	91.92	219.57
(d) Short-term loans and advances	10	1,879.39	1,551.27
<b>Total Assets</b>		<b>3,957.75</b>	<b>3,392.44</b>
<b>NOTES TO ACCOUNTS</b>	17		
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.			
<b>For Ranjit Jha &amp; Associates</b>		<b>For COMPUTER POINT LTD.</b>	
<i>Chartered Accountants</i>			
<b>CA Ranjit Jha</b>		<b>A. Jain</b>	<b>R. Gupta</b>
(Partner)		(W T Director)	(Director)
Membership No. 068333		<b>J. Tiwari</b>	<b>S. Mukherjee</b>
Firm Regd. No.: 326969E		(Company Secretary)	(CFO)
Place : Kolkata			
Dated : 30-05-2015			

## COMPUTER POINT LTD.

### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH' 2015

SL. No.	PARTICULARS	Note No.	₹ in Lac. Year Ended On 31st March'2015	₹ in Lac. Year Ended On 31st March'2014
I	Revenue from operations	11	2,439.78	4,872.71
II	Other Income	12	155.98	111.37
III	<b>III. Total Revenue (I +II)</b>		<b>2,595.74</b>	<b>4,984.08</b>
IV	<b>Expenses:</b>			
	Purchase of Stock-in-Trade	13	2,401.61	4,850.45
	Employee Benefit Expense	14	60.95	48.04
	Depreciation and Amortization Expense	15	35.91	28.74
	Other Administrative Expenses	16	96.85	56.12
	<b>Total Expenses (IV)</b>		<b>2,595.32</b>	<b>4,983.35</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>0.42</b>	<b>0.73</b>
VI	Exceptional Items		—	—
VII	Profit before extraordinary items and tax (V - VI)		<b>0.42</b>	<b>0.73</b>
VIII	Extraordinary Items		—	—
IX	Profit before tax (VII - VIII)		<b>0.42</b>	<b>0.73</b>
X	<b>Tax expense:</b>			
	(1) Current tax		0.08	0.13
	(2) Deferred tax		(0.20)	3.10
XI	Profit(Loss) from the period from continuing operations	(IX-X)	<b>0.14</b>	<b>3.70</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>0.14</b>	<b>3.70</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 Statement of Profit & Loss  
This is the Statement of Profit & Loss referred to in our Report of even date.

**For Ranjit Jha & Associates**  
Chartered Accountants

**For COMPUTER POINT LTD.**

**CA Ranjit Jha**  
(Partner)

**A. Jain**  
(W T Director)

**R. Gupta**  
(Director)

Membership No. 068333  
Firm Regd. No.: 326969E

**J. Tiwari**  
(Company Secretary)

**S. Mukherjee**  
(CFO)

Place : Kolkata  
Dated : 30-05-2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015**

	(₹ In Lacs)	(₹ In Lacs)
	Current Year ended 31.03.2015	Previous Year ended 31.03.2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before taxes & extraordinary items	0.42	0.73
Adjustment for:		
Depreciation	35.91	28.74
Preliminary Expenses	-	-
Interest Paid	-	-
Interest/Dividend Received	(155.96)	(111.37)
Loss on Sale of Fixed Assets	(120.05)	(82.63)
Operating Profit before working Capital Changes	(119.63)	(81.90)
Adjustment for:		
Trade Receivables	(355.75)	(203.23)
Inventories	-	-
Other Receivables	(328.12)	(469.73)
Trade Payables	564.96	(614.85)
	(118.91)	(1,287.81)
<b>Cash Generated from Operations:</b>	(238.54)	(1,369.71)
Interest Paid	-	-
Direct Taxes Paid	(0.08)	(0.14)
	(238.61)	(1,369.85)
<b>Cash Flow before Extra Ordinary Items</b>		
Less Extra Ordinary Items	-	-
<b>Net Cash from Operating Activities</b>	(238.61)	(1,369.85)
<b>B. CASH FLOW USED IN INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(45.00)	-
sale of Investments	-	1,078.00
Payment Towards VAT	-	-
Interest Received	155.96	111.37
Sale of Fixed Assets	-	-
Payment towards Donations	-	-
Misc. Exp. For Share Issue	-	-
Net Cash used in Investing Activities	110.96	1,189.37
<b>C. 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	-	-
Net Cash from Financial Activities	-	-
<b>Net Increase/Decrease in Cash &amp; Cash Equivalantet</b>		
Cash & Cash Equivalents as opening Balance	219.57	400.05
<b>Cash &amp; Cash Equivalents as closing Balance</b>	<b>91.92</b>	<b>219.57</b>

**Notes :**

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on 'CashFlow 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.

**For Ranjit Jha & Associates**
*Chartered Accountants*
**CA Ranjit Jha**  
(Partner)

Membership No. 068333  
Firm Regd. No.: 326969E

Place : Kolkata  
Dated : 30-05-2015

**For COMPUTER POINT LTD.**
**A. Jain**  
(W T Director)

**J. Tiwari**  
(Company Secretary)

**R. Gupta**  
(Director)

**S. Mukherjee**  
(CFO)

## COMPUTER POINT LTD.

*Notes Forming Integral Part of the Balance Sheet as at 31st March'2015*

### **Note : 1 Share Capital**

₹ In Lac

₹ In Lac

Sr. No.	Particulars	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	3,000.13	3,000.13
Shares Issued during the year	—	—
Shares bought back during the year	—	—
Shares outstanding at the end of the year	3,000.13	3,000.13

**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)	(319.24)	(319.38)
	Balance brought forward from previous year	(319.38)	(323.08)
	Less: Tax on Regular Assessment Paid	—	—
	Add: Profit for the period	0.14	3.70
	<b>Total in</b>	<b>337.31</b>	<b>337.17</b>

### **Note : 3 Deferred Tax Liabilities**

Sr. No.	Particulars	Current Year	Previous Year
1	Deferred Tax Liabilities		
	Opening Balance B/F	2.77	5.87
	Adjustment for the current year	0.20	(3.10)
	<b>Total in</b>	<b>2.97</b>	<b>2.77</b>

**Note : 4 Trades Payable**

Sr. No.	Particulars	Current Year	Previous Year
1	Sundry Creditors	610.25	46.41
	<b>Total in</b>	<b>610.25</b>	<b>46.41</b>

**Note : 5 Other Current Liabilities**

Sr. No.	Particulars	Current Year	Previous Year
1	Creditors for Expenses	6.45	5.78
2	Tax Deducted at Source	0.56	0.05
	<b>Total in</b>	<b>7.01</b>	<b>5.83</b>

**Note : 6 Short Term Provisions**

Sr. No.	Particulars	Current Year	Previous Year
1	<u>Others</u> Provision for Taxation (MAT)	0.08	0.13
	<b>Total in</b>	<b>0.08</b>	<b>0.13</b>

**COMPUTER POINT LTD.**  
Schedules Forming Integral Part of the Balance Sheet as at 31st March'2015

Note : 7 Fixed Asset  
I. Fixed Assets

(In ₹)

Sr. No	Particulars	Gross Block					Depreciaton				Net Block	
		Rate										
I	<u>Computer Systems</u>	40.00%	15,000,000	45,00,000	—	19,500,000	11,220,000	3,312,000	—	14,532,000	4,968,000	3,780,000
II	<u>Furniture &amp; Fixture</u>	18.10%	6,500,000	—	—	6,500,000	5,499,153	181,153	—	5,680,306	819,694	1,000,847
III	<u>Motor Car</u>	25.89%	2,799,765	—	—	2,799,765	2,420,806	98,112	—	2,518,918	280,847	378,959
	<b>TOTAL (A)</b>		24,299,765	45,00,000	—	28,799,765	19,139,959	3,591,266	—	22,731,225	6,068,540	5,159,806
	<b>Previous Year</b>		24,299,765	—	—	24,299,765	16,266,384	2,873,576	—	19,139,960	5,159,805	8,033,381

## COMPUTER POINT LTD.

*Schedules Forming Integral Part of the Balance Sheet as at 31<sup>st</sup> March '2015*

**Note : 8 Trade Recievables**

Sr. No.	Particulars	Current Year	Previous Year
1	<b><u>Outstanding for more than six months</u></b>		
	a) Secured, Considered Good :	—	—
	b) Unsecured, Considered Good :	701.45	474.52
	c) Doubtful	—	—
2	<b><u>Others</u></b>		
	a) Secured, Considered Good :	—	—
	b) Unsecured, Considered Good :	779.30	630.48
	c) Doubtful	—	—
	<b>Total in</b>	<b>1,480.75</b>	<b>1,135.00</b>

**Note : 9 Cash & Cash Equivalent**

Sr. No.	Particulars	Current Year	Previous Year
1	<b><u>Cash-in-Hand</u></b>		
	Cash Balance	38.69	23.89
2.	<b><u>Cheque in Hand</u></b>	36.66	175.50
	Sub Total (A)	75.35	199.39
3.	<b><u>Bank Balance</u></b>		
	Balance with sechedule Bank	16.57	20.18
	Sub Total (B)	16.57	20.18
	<b>Total [ A + B ]</b>	<b>91.92</b>	<b>219.57</b>

**Note : 10 Short Terms Loans and Advances**

Sr. No.	Particulars	Current Year	Previous Year
1	<b>Loans &amp; Advances</b>		
	a) Secured, Considered Good :		
	Advance to Associate Concerns		—
	b) Unsecured, Considered Good :	1,811.82	1,490.48
	c) Doubtful		
2.	<b>Others</b>		
		—	—
	Tax Deducted at Source	50.31	43.55
	Minium Alternative Tax Paid	17.26	17.26
	<b>Total in</b>	<b>1,879.39</b>	<b>1,551.27</b>

## COMPUTER POINT LTD.

*Schedules Forming Integral Part of the Statement of Profit & Loss as at 31<sup>st</sup> March'2015*

### **Note : 11 Revenue from Operations**

Sr. No.	Particulars	Current Year	Previous Year
1	Revenue from Sales	2,439.78	4,872.71
	<b>Total in</b>	<b>2,439.78</b>	<b>4,872.71</b>

### **Note : 12 Other Income**

Sr. No.	Particulars	Current Year	Previous Year
1	Interest Received (TDS ₹1355580/- Prev.Yr. ₹ 868585/-)	140.98	107.44
2.	Comission Received (TDS ₹125357/- Prev.Yr. ₹ 39295/-)	14.98	3.93
	<b>Total in</b>	<b>155.96</b>	<b>111.37</b>

### **Note : 13 Purchase of Stock In Trade**

Sr. No.	Particulars	Current Year	Previous Year
1	Purchase	2,401.61	4,850.45
	<b>Total in</b>	<b>2,401.61</b>	<b>4,850.45</b>

### **Note : 14 Employment Benefit Expenses**

Sr. No.	Particulars	Current Year	Previous Year
1	Directors Remuneration	1.92	1.92
2	Staff Welfare Expenses	6.55	3.24
3	Staff Salary	52.48	42.88
	<b>Total in</b>	<b>60.95</b>	<b>48.04</b>

### **Note : 15 Depreciation & Amortised Cost**

Sr. No.	Particulars	Current Year	Previous Year
1	Depreclation	35.91	28.74
	<b>Total in</b>	<b>35.91</b>	<b>28.74</b>



## COMPUTER POINT LTD.

**Note : 16 Other Administrative Expenses**

Sr. No.	Particulars	Current Year	Previous Year
1	Electricity Charges	5.24	4.28
2	Direct Consumables	6.97	4.88
3	Repairs & Maintenance	3.40	1.45
4	Stock Exchange & Depository Fees	2.10	4.66
5	Insurance Premium Paid	0.24	0.24
6	Travelling & Conveyance	10.18	6.77
7	Printing & Stationery	5.96	3.12
8	Hire Charges	0.59	0.11
9	Communication Expenses	3.54	1.83
10	Vehicle Running & Repair	2.77	1.08
11	Professional Charges	2.25	1.55
12	Books & Courseware Material	9.78	8.69
13	Maintenance Expenses	4.90	1.80
14	Auditors Remuneration	0.62	0.62
15	Rent	26.40	8.40
16	Sales Promotions	2.25	1.65
17	Packing & Forwarding Expenses	1.55	0.54
18	Miscellaneous Expenditure	8.11	4.45
	<b>Total in</b>	<b>96.85</b>	<b>56.12</b>

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## 17. 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, 1956.

#### 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:

There was no any 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.

#### 10. Contingent Liabilities:

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

#### 11. Inventory Valuation

Inventories are carried at lower of cost and net realizable value. Cost is determined on a weighted average basis. Work-in-progress is carried at lower of cost or net realisable value. Finished goods are carried at lower of cost and net realisable value.

#### 12. 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.

#### 13. General:

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

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

	<u>31.03.2015</u>	<u>31.03.2014</u>
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 no 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	31.03.2015		31.03.2014	
		Qty. (In Nos.)	Value (In Lacs.)	Qty. (In Nos.)	Value (In Lacs.)
Computer & Peripherals	Opening Stock	0	0	0	0
	Purchases	975	2401.61	1890	4850.45
	Sales	975	2439.78	1890	4872.71
	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, 2015.
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.

	<u>31.03.2015</u>	<u>31.03.2014</u>
a) Profit after Tax as per Accounts (₹ In Lacs)	0.34	0.60
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 (₹)	0.00	0.00
e) Earnings Per Share-Diluted (₹)	0.00	0.00
12. Managerial Remuneration to Directors		
Salary & Allowances (including perquisites)	₹1.92	₹1.92

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.

For **RANJIT JHA & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
Firm Regd No. 326969E

**Ranjit Jha**  
Partner  
Membership No.068333

**Place :** Kolkata  
**Dated:** 30th day of MAY, 2015

**For and on behalf of the Board**

**A.Jain** – W T Director

**R. Gupta** – Director

**J. Tiwari** – Company Secretary

**S. Mukherjee** – Chief Financial Office