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**ANNUAL REPORT AND ACCOUNTS
2008 - 2009**



BOARD OF DIRECTORS :

Mr. S. K. Rateria	<i>Chairman & Managing Director</i>
Mr. R. C. Gattani	<i>Director</i>
Mr. J. K. Bag	<i>Director</i>
Mr. S. Biswas	<i>Director</i>

COMPANY SECRETARY :

Mr. Asim Basu

BANKERS :

Punjab National Bank
Dena Bank

AUDITORS :

M/s. B. SINGHAL & CO.
Chartered Accountants

REGISTERED OFFICE :

77/2A, Hazra Road
Kolkata - 700 029
Phone : 2476 7350 to 7353
Fax : 2474 7674
e-mail : computec@cal.vsnl.net.in

CONTENTS	PAGE NO.
Notice of Annual General Meeting	3 - 5
Directors' Report	6 - 10
Report on Corporate Governance	11 - 22
Auditors' Report	23 - 27
Auditors' Certificate on Corporate Governance	28
Balance Sheet	29
Profit & Loss Accounts	30
Schedule to Accounts	31 - 50
Cash Flow Statement	51
Balance Sheet Abstract	52
Proxy Form & Attendance Slip	53



NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of Computech International Ltd. will be held at Sujata Sadan, 7, Hazra Road, Kolkata - 700 026 on Thursday, the 24th September 2009 at 11.00 a. m. to transact the following businesses:

- 1) To receive, consider and adopt the Balance Sheet as at 31st March 2009 and Profit and Loss Account of the Company for the year ended on that date and reports of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr.J. K. Bag, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. R.C.Gattani, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

- 5) Reappointment of additional Director as Director of the Company.

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

"RESOLVED THAT Mr. Subir Biswas who was appointed as Additional Director at the meeting of the Board of Directors of the Company held on 17th February 2009, and whose term expires at the Annual General Meeting Of the Company Scheduled to be held on 24th September 2009 and In respect of whom the company has received a notice under section 257 of the ACT from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, whose tenure of office will be liable to determination by retirement of rotation".

Registered Office :

77/2A Hazra Road

Kolkata 700 029

Dated : 31st July 2009

By Order of the Board

Asim Basu

Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 24 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to :



- i) Intimate the Company or its Registrars and Share Transfer Agent, M/s. MCS Ltd., 77/2A Hazra Road, Kolkata 29 immediately, if there is any change in their address (including Pin Code), mandate, bank account details, etc;
 - ii) Quote the ledger folio or Client ID and DP ID Numbers in all communication with the Company;
 - iii) Bring their copies of Annual Report together with Admission Slip and Entry Pass to the venue. Annual Report shall not be distributed at the venue of the Meeting.
 - iv) Note that, the Register of Members and Share Transfer Books shall remain closed from Saturday, the 19th September' 2009 to Thursday the 24th September' 2009 (both days inclusive).
 - v) Intimate to the Company queries, if any, regarding annual reports/notice at least ten days before the Annual General Meeting in order to enable the Management to keep the information ready at the meeting.
3. Members are aware that the fully paid up equity shares of Rs. 10 have been sub-divided into two fully paid up equity shares of Rs. 5 each and that old equity shares of the face value of Rs. 10 have been cancelled and not being traded in the stock exchanges/markets. Those members who have not yet surrendered their old share certificates to the Company are requested to surrender their old share certificates immediately to the Company or its Registrar and Share Transfer Agent, M/s. MCS Ltd. to get the new share certificates of face value of Rs. 5 each.
4. Appointment/ Reappointment of Directors.

Mr. J. K. Bag

Mr. J. K. Bag is an M.A., CAIIB. He has 38 years experience in Punjab National Bank and retired as a chief manager. He is aged about 75 years.

Mr. Ramesh Chandra Gattani

He is aged about 62 yrs and a Bachelor of engineering and has vast experience in various industries as Senior Management Executives. He has also got vast knowledge in Computer, Registrar and Share Transfer Business.

Registered Office:

77/2A Hazra Road
Kolkata 700 029

Dated : 31st July 2009

By Order of the Board

Asim Basu

Company Secretary



Annexure to the Notice of Annual General Meeting.

Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956

Section 260 of the Companies Act, 1956.

Mr. Subir Biswas was an alternate to Mr. Dale Tower, a Foreign Director of the Company. Due to resignation of Mr. Dale Tower from the Board Mr. Subir Biswas was appointed as additional Director of the Company on 17th February 2009 considering his background and long experience. Hence the Board recommends the passing of the resolution for your approval. None of the Directors is in any way concerned or interested in the resolution to be passed.

Registered Office:

By Order of the Board

77/2A Hazra Road

Kolkata 700 029

Dated : 31st July 2009

Asim Basu

Company Secretary

DIRECTORS' REPORT

Your Directors are pleased to present the 22nd Annual Report and the audited accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS

The performance of the company for the financial year ended 31st March, 2009 is summarized below :

	(Rs. in Million)	
	2008-09	2007-08
Gross Turnover	266.93	409.80
Operating Profit (PBIDT)	-920.36	-59.64
Provision for Doubtful Debts	967.15	-
Interest	50.49	24.89
Depreciation	1.44	1.46
Profit before Extra Ordinary Items & tax	-972.29	-92.99
Prior Period Items	-0.06	-
Profit for the year before tax	-972.35	-92.99
Provision for Taxation	4.37	-0.64
Profit after Tax	-967.98	-92.35
Profit & Loss Account Balance carried forward	-607.43	360.55

DIVIDEND

The Directors regret their inability to recommend any dividend in view of inadequacy of profits for the year ended 31st March, 2009.

FINANCIAL CONDITION AND RESULTS OF OPERATION

The year under review concluded with your Company's overall turnover at Rs.266.93 Million (Previous year Rs. 409.80 Million) and profit after tax (Loss) of Rs. 967.98 Million (Previous year Loss Rs. 92.35 Million).

BUSINESS REVIEW

The IT sector in India is now taking a fast consistent and growth with the Government support and encouragement. The development in the EOU sector is calling for a standing support to the exporters in this field.

Your company has been taking the advantage of the EOU sector and has got itself registered as a 100% EOU under the Central Government and has been consistently utilizing its capacities to the fullest with a constant endeavour to grow further.



With an expert team of software technicians and the competitive & professional mind set of the management, your company is making a head-way to reap the best in this scenario. However, As part of the expansion activity, keeping in view of the present all round business Scenario, your Directors have launched for diversification in Mining and Allied products for healthy performance of the Company.

OPPORTUNITES

With the comparative advantage of committed work force lower cost and long existence in the field, your company seems to perform better in time to come. Further, as an unit registered as 100% EOU, your company is offered with a range of government benefits ensuring further growth and vast opportunities.

THREATS

Your company is currently facing normal competition from other established I.T. Industry/sector. However your directors with comparative advantages hope to achieve a better position in comparison to its competitors in a short span of time.

OUTLOOK

The I.T. Industry is growing substantially world wide. The company with its capabilities is expected to benefit significantly from these positive trends.

RISK & CONCERNS

The Company expects the normal risk factors of business mix, customer concentration, economic cycle, effects of changes in foreign currency, exchange rates, credit spread, liquidity etc.

ADEQUACY OF INTERNAL CONTROLS

The Company has a proper and adequate system of internal controls to ensure that all of its assets are safeguarded and protected against loss from unauthorized use or disposition and transaction are authorized, recorded and reported correctly. The management has implemented an integrated computerized management information system encompassing all functional areas. The job process and internal control are so designed to ensure proper checks and balances for eradication of errors and faults. The internal control system is supplemented by internal audits, review by management documented policies and procedures. Further, the internal control system is under a constant review by the internal auditors and the audit committee as required under the listing agreement.

HUMAN RESOURCES OF THE COMPANY

Your company believes that people constitute the strength of an organization. The company is committed to the welfare of its people by providing the best possible work environment. The company is also providing continuous learning and personal development opportunities by



arranging regular training and all around exposure to its people, which in turn has given your company a team of able and experienced professionals besides the employees at all levels have actively participated in the efforts to sustain and improve the performance even in the most difficult times.

There is no employees coming under the purview of Section 217(2A) of the Companies Act, 1956.

REGISTRAR & SHARE TRANSFER AGENT

M/s. MCS Ltd., 77/2A Hazra Road, Kolkata 700 029 is the Registrar and Share Transfer Agent of the company.

DEPOSITORY SYSTEM

As the members are aware, the Company's shares are traded compulsorily in Demat Form and your Company has already established connectivity with both the depositories i.e. National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) in view of the advantages offered by the Depository System, members are requested to avail of the facility of Dematerialisation of Company's shares.

DIRECTORS

Mr. J. K. Bag

He is an M.A., CAIIB. He has 38 years experience in Punjab National Bank and retired as a chief manager. He is aged about 75 years.

Mr. Ramesh Chandra Gattani

He is aged about 62 yrs and a Bachelor of engineering and has vast experience in various industries as Senior Management Executives. He has also got vast knowledge in Computer, Registrar and Share Transfer Business.

AUDITORS AND THEIR OBSERVATIONS

M/s. Singhi & Co., Chartered Accountants, the auditors of the Company resigned and M/s. B. Singhal & Co., Chartered Accountants Appointed as Statutory Auditors of the Company in his place, to hold office up to the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

The observation of the auditors referred to in the auditors' report have been suitably explained in the notes on Accounts.

PERSONNEL

The industrial relations with its employees has been cordial during the year. The Board records its appreciation to the useful contribution made by all the employees.



ADDITIONAL INFORMATION

The additional information required to be furnished under the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 to the extent applicable to the Company are given in Annexure "A".

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is hereby confirmed that –

- (i) In the preparation of Annual Accounts the applicable accounting standards have been followed alongwith proper explanations relating to material departures.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009 and the profit of the company for the year ended on that date.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting record in accordance with the provision of the Companies Act, 1956 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities ; and
- (iv) The Directors have prepared the annual account of the Company on a "going concern" basis.

CORPORATE GOVERNANCE

A separate section on Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement with Stock Exchange, form part of the Annual Report.

CODE OF CONDUCT

As required under the listing agreement, a copy of the Code of Conduct of the Company has been inserted in this Annual Report.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation of the cooperation received from the Financial Institutions, Banks, Govt. Authorities, Customers, Shareholders and other associates during the year under review.

For and on behalf of the Board

Place : Kolkata

Date : 30th June, 2009

S. K. RATERIA

(Chairman & Managing Director)