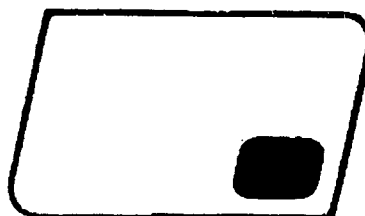


**17 TH
ANNUAL REPORT
2001-2002**



**COMPUTER
POINT**

COMPUTER POINT LTD.

DIRECTORS : **MR. RAJESH GUPTA**
MR. S. KUMAR
MR. J. KUMAR

AUDITORS : **RAJESH DUGGAR & CO.**
Chartered Accountants
Kolkata

SOLICITORS : **B. K. JAIN & CO.**
Solicitors & Advocates
Kolkata

BANKER : **PUNJAB & SIND BANK**

REGISTRED OFFICE : **1098, Raja Uggar Sen**
Bazar Sita Ram,
Delhi - 700 006

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of **M/s. COMPUTER POINT LTD.** will be held on Wednesday, the 18th Day of December 2002 at 3.00 P.M. at 1098, Raja Ugger Sen, Bazar Sitaram, Delhi - 110006 to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June, 2002 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. Kumar who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

Place : Delhi
Date : 18th Nov. 2002

By Order of the Board
Rajesh Gupta
Director

NOTES :

1. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy / proxies to attend and vote in his / her stead and a proxy need not be a member.
2. A proxy to be effective, should reach the registered office of the Company not later than 48 hours before the meeting.
3. The Register of the members and Share Transfer Books of the Company shall remain closed from 16th December, 2002 to 18th December, 2002 both days inclusive.
4. Members are requested to notify any change in their mailing address forthwith.
5. Members who are holding shares in identical order of names and addresses in more than one account, are requested to intimate the Company, the Ledger Folios of such accounts with Share Certificates to enable the company to consolidate their holding into one account. The share certificates will be duly returned to the members after making necessary endorsements thereon.
6. Members desiring any information on the accounts at the Annual General Meeting may kindly write to company at least 7 days in advance, so as to enable the Company to keep the information ready.
7. Member are requested to kindly bring their copies of the Report and Accounts to the meeting.
8. Members who hold shares in Dematerialised form are requested to bring their client ID and DP ID Numbers for easy identification for attendance at the meeting.

DIRECTORS' REPORT

Your directors take pleasure in presenting the 17th Annual Report and the Audited Statement of Accounts for the year ended 30th June 2002.

The financial result of Company's operation during the year under review and those of the previous year are given below

FINANCIAL RESULTS

	(Rs. in Lacs)	
	For the year ended 30.06.02	For the year ended 30.06.01
Turnover	5505.33	6454.75
Profit before int, & Dep.	51.88	33.62
Less : Interest	—	—
Cash Profit	51.88	33.62
Less : Depreciation	44.45	52.65
Profit for the year	7.43	7.97
Less : Provision for Tax	2.02	—
Add : Provision for Deferred Tax	6.94	—
Profit after Tax	12.35	7.97

OPERATIONAL REVIEW

The Gross Turnover has been substantially reduced by about Rs. 950 Lacs representing 14.7%. The expenditures are mostly fixed in nature and does not vary directly with the Turnover. The operating profit for the year could be maintained at the same level despite substantial increase in the Depreciation charges which was compensated by reduction in other cost due to effective cost savings measures adopted by the management.

DIVIDEND

There being no sufficient surplus, your directors had no option but to abstain from recommending any dividend for the year.

DEPOSIT

The company has not accepted and/or renewed any Deposit from the public and/or shareholders during the year.

RESPONSIBILITY STATEMENT

The Directors Confirm :

- That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- That they 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 at the end of the financial year and of the Profit and Loss of the Company for the that period;
- That to the best of their knowledge and information, they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act

COMPUTER POINT

1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and

- d. That they have prepared the Annual Accounts on a going concern basis.

DIRECTORS

During the year under review Mr. N. K. Gupta, Mr. B. L. Jain & Mr. S. K. Jain resigned from the office of Directors because of their other commitments. The Board puts on records its sincere appreciation of the valuable services rendered by the outgoing Directors during the tenure of their office.

Meantime Mr. S. Kumar & Mr. J. Kumar has been inducted in the Board to fill the casual vacancies. Mr. S. Kumar is due to retire by rotation at the forth coming Annual Meeting & being eligible offers him self for re-appointment. Mr. S. Kumar a Computer educationist of 55 years of Age is a commerce graduate having extensive knowledge & expousere in accounting & finance and is associated with Computer business for over a decade.

AUDITORS

M/s. Rajesh Duggar & Co. Chartered Accountants, Auditor of the Company retire at the conclusion of the forth coming Annual General Meeting and being eligible, They offer themselves for re-appointment.

AUDITORS REPORT

The report of the Auditors read with the notes on accounts are self-explanatory and need no special comments.

EMPLOYEE PARTICULARS

The company has no employee to whom the provisions under section 217 (2A) of the Companies Act, 1956 is applicable.

CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION ETC.

The Company being not engaged in any manufacturing activities, the information as are required under section 217 (1) (E) of the Companies Act, 1956 read with the companies (disclosures of particulars in the report of the directors, rules, 1988 relating to the conversion of energy, Technology absorption, etc. is not required.

During the year Foreign Exchange Earned Rs. NIL and outgo Rs. NIL

CORPORATE GOVERNANCE

A separate report as Corporate Governance alongwith a Auditors Certificate on its compliance is attached an annexure to this Report.

ACKNOWLEDGMENT

Your Directors sincerely appreciate the high degree of Professionalism, enthusiasm and hard work of employees at all level during the year. And also appreciates the co-operations and supports received from all Quarters and specially for the shareholders of the Company.

Place : Delhi
Date : 18th Nov. 2002

For and on behalf of the Board
R. Gupta/S. Kumar
Directors

COMPUTER POINT**CORPORATE GOVERNANCE**

The Company believes in total transparency, accountability and equity in management of the affairs of the Company. It envisages highest level of such qualities in all the spheres of its operations, interactions with its employees, customers, Bankers, Government Authorities and above all with its stakeholder. The company is committed to achieve highest standard of Corporate Governance.

BOARD OF DIRECTORS :

At present the Board of Directors consist of three members. The Board has since been sufficiently broad based with induction of necessary professionals for constituting necessary committees for effective Implementation of the Code of Corporate Governance.

(a) Composition of the Board :

The Composition and other relevant details of the Board are given below:

Name of Directors	Executive/Non Executive/ Independent	Qualification	No. of Board Meeting Attended	Attendance at last AGM
Mr. R. Gupta	Executive	Post Graduate in Computer & having 10 years experience in Accounts & Administration	6	Present
Mr. S. Kumar	Executive	B. Com, LLB having 20 year experience in the field of Finance & Corporate business.	4	—
Mr. J. Kumar	Non Executive/ Independent	B. Com. PDGCS having 15 yrs experience in Mkt & Services	4	—

(b) Board Meeting

There had been 6 (six) Board meetings since the last Annual General Meeting held on 27th December, 2001.

Date of Board Meeting	No. of Directors
30.01.02	3
30.04.02	2
30.07.02	2
18.09.02	2
31.01.02	2
18.11.02	3

(c) Board Procedures

The Board of Directors met 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 taken up in each such meeting. Meeting are held in transparent manner and various decisions taken and resolved in such meetings are duly and correctly implemented without any reservations.

The directors, hold their offices strictly in coordinate with the provisions of the Companies Act, 1956 and the provisions of the Articles of Association of the Company.

Board Committees

Pending further expansion of the Board of Directors, the constitution of necessary Board Committees like, Remuneration Committee & Shareholders Grievance Committee, etc. have been kept in abeyance for the time being. The functions of those committees are carried on by the Board itself.

The matters relating to Share Transfers etc are being looked after by a committee of Directors operating under the direct supervision of the Chairman, Sri J. Kumar.

COMPUTER POINT**Audit Committee**

Pursuant to the provisions under Sec. 292A of the Companies Act, 1956 the Board has since Constituted an Audit Committee with Mr. S. Kumar as its chairman. The other members of the Committee are all non-Executive Directors and each one of them are well versed in finance matters, Company Laws and Accounts. All other Non-Executive Directors of the Company have been included in the Audit Committee.

The terms of reference of the Audit Committee includes :

- a) To consider and receive all financial statements and pre-publication Announcements before the same is placed before a meeting of the Board of Directors :
- b) To ensure compliance of Internal Control System and actions taken of Internal Audit Report;
- c) To hold periodic discussions with Auditors on the scope and Content of Audit;
- d) To consider and review Company's risk management policy;
- e) To appraise Board on the impact of Accounting policies, Audit standards and legislations;

During the financial year there had been only 2 (two) meeting of the Audit Committee where all the Committee members attended.

GENERAL BODY MEETINGS

The last three Annual General Meeting of the Company were held to transact on the following dates and time :

1. 14th Annual General Meeting on 27th December, 1999 at 3.00 P. M.
at A-1/228, Safdarjung Enclave, New Delhi - 110020.
2. 15th Annual General Meeting on 21st March, 2001 at 3.00 P. M.
at A-1/228, Safdarjung Enclave, New Delhi - 110020.
3. 16th Annual General Meeting on 27th December, 2001 at 3.00 P. M.
at 1098, Raja Uggarsen, Bazar Sita Ram, Delhi - 110006

DISCLOSURES

- a) Disclosures on materially related party transaction i.e. transaction of the Company of material nature, with its promoters, Directors or the management, their subsidiaries, relatives etc. that may have potential conflict with the interest of the Company at large :-

The Company did not have any related party transactions which may have potential Conflict with the interest of the Company at large.

- b) Details of Non compliance by the Company penalties, strictures imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority, on any matter related to capital markets during the last 3 (three) years :-

The Company has duly complied with the requirements of the regulatory authorities on Capital markets and no penalty/Strictures was imposed on the Company during the last three years.

MEANS OF COMMUNICATION :

- i) The Company does not send its Quarterly/Half yearly results to individual shareholders but publishes the same in Local Newspapers.
- ii) Annual Reports and Accounts are regularly despatched to all Shareholders by post.

Share Transfer Committee/Shareholders/Investors Grievance Committee.

The Board has constituted a Share Transfer Committee to deal with the requests received from transfer/transmission/duplicate issue of Shares in due Compliance with the provisions of the Companies Act, 1956 and also the listing Agreements. The members of the Committee are Mr. J. Kumar (Chairman) and Mr. R. Gupta. During the year the Committee met on 12 occasions. Instead of appointing a separate Committee for dealing with the Shareholders/Investors grievance, the Share Transfer Committee has since been assigned the responsibility of attending to Shareholders/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 in case of requestes for dematerialisation are dealt within 15 days from the date of receipt.