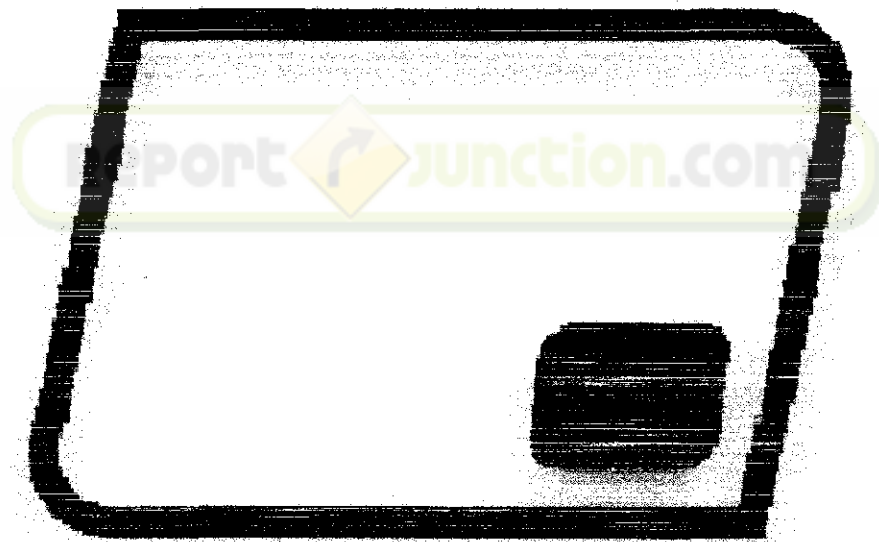


# 25th ANNUAL REPORT 2009 - 2010



**COMPUTER POINT LTD.**

## NOTICE

NOTICE is hereby given that the Twenty fifth Annual General Meeting of shareholders of M/s. **COMPUTER POINT LTD.** will held at 1, Ballygunge Park Road, 1st Floor, Kolkata-700019 on Monday 27th September, 2010 at 9.30 A.M. to transact the following business :-

### **Ordinary Business :-**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2010 and Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr.A.Jain who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

### **SPECIAL BUSINESS**

4. To Consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED that Mr.B.L.Jain who was appointed as Additional Director of the Company during the year pursuant to Section 260 of the Companies Act, 1956 and in due to retire at this meeting be and is hereby appointed pursuant to Section 257 of the Act, as a rotational Director whose period in office shall be subject to retirement by rotation."

"RESOLVED FURTHER that the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters & things as may be deemed necessary and expedient for effecting this resolution."

Date : 28th August, 2010

Place : Kolkata

By Order of the Board

**J.Tiwari**

Company Secretary

### **NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY / PROXIES IN HIS / HER STEAD AND A PROXY NEED NOT BE A MEMBER. A PROXY TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HRS BEFORE THE MEETING. A PROXY FORM IS ENCLOSED HEREWITH.**
2. The register of the members and Share transfer Books of the Company shall remain closed from 21st September 2010 to 27th September 2010. (Both days inclusive)
3. An Explanatory Statement pursuant to Sec. 173(2) of the companies Act 1956 is annexed and details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Director seeking appointment / re-appointment at the Annual General Meeting are annexed hereto.
4. Members are requested to notify any change in there mailing address forthwith.
5. Members who are holding shares in identical order of names and address in more than one account are requested to intimate the Company, the Ledger Folio of such accounts with Share Certificate to enable the Company to consolidate their holding into one account. The Share certificate will be duly returned after making necessary endorsements thereon.
6. Members desiring any information on the accounts at the Annual General Meeting may kindly write to the Company at least 7 days in advance, so as to enable the company to keep the information ready.
7. Members are requested to kindly bring their copies of the report and Attendance slip to the meeting.

8. Members who hold shares in dematerialized form are requested to bring their Client ID & DP ID Numbers for easy identification for attendance at the meeting.
9. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members holding shares in Physical mode may avail the facility of nomination in respect of the Shares held by them pursuant to amendments in Companies Act, 1956. The prescribed Form No.2B may be obtained from RTA of the Company M/s S.K.Computers, 34/1, Sudhir Chatterjee Street, Kolkata-700006.
11. SEBI vide its circular dated 27.04.2007 and 25.06.2007 has made it mandatory w.e.f 02.07.2007 for every participants in Security/Capital Market to furnish PAN No. therefore, members holding Shares in Physical mode are requested to furnish their PAN No. alongwith a photocopy of their PAN card to the Company/their RTA.

**INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**

NAME OF DIRECTOR	Mr. A. Jain	Mr. B. L. Jain
1. Date of Birth	15.05.1987	25.12.1950
2. Date of Appointment	01.07.2008	01.07.2010
3. Qualification	B.Com, M.Sc, MBA	B.Sc., Phd
4. Expertise in specific Functional area	IT Sector	Top Level Management & Expertise in Marketing & Finance
5. Directorship in other Companies	NIL	NIL
6. Chairmanship/ Membership in Committees In other ltd. Companies	NIL	NIL
7. Shareholding as on 31.03.2010	150000	20098

**EXPLANATORY NOTES PURSUANT TO SECTION 172(3) OF THE COMPANIES ACT, 1973**

**In respect of Item No.4**

Sri Bajrang Lal Jain who was appointed as Additional Director during the year is due to vacate his office at the forthcoming Annual General Meeting, meantime the Company has received a notice U/s 257 of the Companies Act, 1956 proposing the resolution set out under item no.4 be moved in the forthcoming Annual General Meeting.

Your Directors consider the proposal is in the interest of the Company and recommends adoption thereof to avail the valuable guidance of Sri B.L.Jain in the efficient conduct of the Company's business.

None of the Directors other than Sri B.L.Jain is personally interested or concerned in this resolution.

Date : 28th August, 2010

Place : Kolkata

By Order of the Board

**J.Tiwari**

Company Secretary

## DIRECTOR'S REPORT

The Directors pleasure in presenting the 25th Annual Report and the Audited Statement of Accounts for the year ended 31st March 2010.

## FINANCIAL RESULTS

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

PARTICULARS	₹ in Lacs)	
	Current Year ended on 31.03.2010	For the year ended 31.03.2009
Gross Sales	11582.94	4825.10
Other Income	82.27	379.35
Total	11665.21	5204.45
Less : Expenditure	11414.94	4967.86
Gross Profit/(Loss)	250.27	236.59
Less : Interest	1.05	1.42
Less : Depreciation	195.52	205.07
Net Profit / (Loss) before tax	53.70	30.10
Less : Provision for Income Tax	8.30	3.10
Fringe Benefit Tax	-	1.64
Add/(Less) : Deferred Tax	(16.11)	11.72
Net Profit / (Loss) after tax (PAT)	29.29	37.08
Add : Balance B/F from previous year	(256.43)	(293.51)
Balance C/F to Balance Sheet	(227.13)	(256.43)
Earning Per Share	0.10	0.12

## DIVIDEND

In order to conserve the financial resources of the Company, the directors of your Company regret their inability to recommend any dividend for the financial period 2009-2010.

## REVIEW OF OPERATIONS

You would be pleased to note that your Company has achieved significant growth during the last financial year. Overall, 2009-2010 has been a very satisfying year. The Company was aggressive in its quest for new contracts, executed on its full strategy and maintained pricing standard.

The Company's business grew even in those sectors affected by the economic meltdown, mainly because the customers appreciated the Company's value proposition. Banking, Financial Services, Retail, Life Sciences & Health Care and Government sectors registered positive growth. However, still some sectors are declined on an annual basis. The Company sees improvement in its order position in these industry segments as well as growth in almost all geographical markets.

On a standalone basis, your Company achieved Total Income of ₹11,665.21 Lacs during the year under report as against ₹ 5,204.45 Lacs during the previous year, representing an increase of 124.14% in the current fiscal year and gross profit for the year could be maintained close to previous year and economics in operational costs resulted in a net profit of ₹ 29.29 Lacs.

Encouraged by the radical turn around the management proposes to initiate extensive expansion in Business Schools and Technical Educational Institutions in the Eastern India in close-co-ordination with Technical University.

## **CURRENT PERFORMANCE**

The Indian hardware market witnessed a comeback in 2009-2010 with nearly 8.03 million PC units being sold last year, representing a growth of 18% over the previous fiscal. Globally technology spending is expected to further increase once the global economic recovery process gathers speed and discretionary spending levels increase. IT has become an integral part of business operations across industries and is seen by organizations as a primary driver of productivity improvement and business transformation that lead to sustained competitive advantages in the market place.

## **DIRECTORS**

Mr. A. Jain, Directors of the company retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

The veteran Mr. B.L.Jain has since been appointed as an additional Director during the year and his term of office is due to expire at the forthcoming Annual General Meeting. Whereas the Company has since received a notice U/s 257 of the Companies Act, 1956 from a member proposing to move a resolution for appointment of Mr. B.L.Jain as a rotational Director of the Company.

## **DIRECTORS RESPONSIBILITY STATEMENT**

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

- a) in the preparation of Annual Accounts for the Financial Year 2009-2010 the applicable Accounting Standards had been followed and no material departures have been made from the same;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and loss of the company for that period;
- c) 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, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- d) they have prepared the Annual Accounts on a going concern basis.

## **FIXED DEPOSITS**

The company has neither accepted and / or renewed any fixed deposit from the public during the year nor was their any carried forward balance at the end of year.

## **AUDITORS & THEIR REPORT :**

M/s R.K.Bhatter & Co., Chartered Accountants retires at the conclusion of the forth coming Annual General Meeting and being eligible offers themselves for re-appointment and they have notified that their such appointment will be within the permissible limits under section 224(1B) of the Companies Act, 1956.

The report of the Auditors and the observations made there-at when read with the notes on Accounts are self explanatory and need no further explanation.

## CHANGE OF REGISTERED OFFICE

By an order of the Hon'able Company Law Board dated 21/05/2010 the situation of Registered Office Clause No.II of the Memorandum of Association has been changed from the state of Delhi to State of West Bengal and accordingly w.e.f 25/05/2010 the registered office of the Company has been shifted from B-1523, Shastri Nagar, New Delhi-110052 to 1,Ballygunge Park Road, 1st Floor, Kolkata-700019, West Bengal.

## COMPLIANCES

The Company did not default in the payment of interest and / or repayment of loan to any of the financial Institutions and / or banks during the period under review.

## CORPORATE GOVERNANCE

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate Governance enunciated in Clause 49 of the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance is annexed herewith, as part of the Annual Report along with the Auditor's Certificate on its Compliance.

## STATUTORY INFORMATION:

### (1) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

In view of the nature of activities that are being carried on by your Company, Rule 2A & 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 concerning conservation of energy and technology absorption, respectively are not applicable to your Company. Your company being an IT solution provider provider requires minimal energy consumption and every endeavor avoid wastage and conserve energy as far as possible.

### (2) FOREIGN EXCHANGE INCOME AND OUTGO

	<u>Current Year</u>	<u>Previous Year</u>
Foreign Exchange Earned :	₹ NIL	₹ NIL
Foreign Exchange Outgo :	₹ NIL	₹ NIL

### (3) EMPLOYEES PARTICULARS

The company having no employee drawing salaries in excess of ₹ 24,00,000 p.a. or ₹ 2,00,000 per month for a part of the year, the provisions U/S 217(2A) of the Companies Act, 1956 are not attracted.

## PERSONNEL/INDUSTRIAL RELATIONS

The industrial relations during the year, under review remained cordial between the workers and Management. There was a total understanding of the Management objectives by the workers. Your directors wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The

enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry despite increased competition from several existing and new players.

### CAUTIONARY STATEMENT :

Statements made in the Report describing the Company's Objectives, Expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include economic development, Government actions, risks inherent in the Company's growth strategy and other factors that could cause the actual results to differ materially from those contemplated by the relevant forward looking statements.

### APPRECIATION

Your Directors wish to place on record their appreciation of the assistance and co-operation that your Company received from the Government of India, Financial Institutions, Banks, Stakeholders and all others whose continued support has been a source of strength to the Company. Your Directors also wish to place on record their sincere appreciation of the devotion and commitment of every employee of the company.

For and on behalf of the Board

( A. JAIN ) (R. Gupta)

Director Director

Date : 28th August, 2010

Registered Office :

1, Ballygunge Park Road, 1st Floor,  
Kolkata – 700 019



**ANNEXURE A1 TO THE DIRECTORS REPORT**  
**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2009-2010**

**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. It is the endeavor of the company to meet the growing aspirations of all stakeholders including shareholders, employees, customers, leaders, business partners and government. 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 of all its stakeholders including employees, customers, shareholders and investors.

**2. BOARD OF DIRECTORS**

As at 31st March 2010 the Board consists of four directors out of which two including the additional director are independent directors. All important strategic policy matters are deliberated to the board meetings where the role of independent directors is crucial. The independent 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 31st March 2010 consisted of Four Directors as under :

Name of Directors	Designation	Category
Ms. S. Jain	Managing Director	Executive & Non-Independent
Mr. R. Gupta	Director	Non-Executive & Independent
Mr. Ankush Jain	Director	Executive Director
Mr. R.R.Challani	Director	Non-Executive & Independent

The Board has an optimum combination of Executive and Non Executive Directors and more than 50% of the Board comprises of Independent Directors. The Independent Directors are not related with the promoters or with the persons occupying the management position at the Board level or any level below the Board. They were neither in employment of the company for the last three years nor were related with the company in a capacity as suppliers, service providers, lessors, lessees or customers of the company which might have



affected their in dependency. 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 2009-2010 all non-executive directors with diverse knowledge, experience and expertise, provide valuable contribution in the deliberations and decisions of the Board.

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

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

Name of Directors	Category	No of Board Meetings		Whether attended last AGM held on 23rd Sep' 2009	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
Ms. S. Jain	Managing Director Executive & Non-Independent	8	7	Yes	nil	nil	nil
Mr. Ankush Jain	Executive & Non-Independent	8	7	Yes	nil	nil	nil
Mr. R. Gupta	Non Executive & Independent	8	6	Yes	nil	nil	nil
Mr. R. R. Chhallani	Non Executive & Independent	8	4	Yes	nil	nil	nil

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 committees as specified in clause 49, across all the Companies in which he is a Director. The Directors have made necessary disclosure regarding committee positions held in other public limited companies as on 31st March 2010.

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

A total of 8 (Eight) 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	27.07.2009	3
2	10.07.2009	3
3	23.07.2009	3
4	30.07.2009	3
5	07.08.2009	3
6	05.09.2009	3
7	30.10.2009	3
8	29.01.2010	3

### 3. BOARD PROCEDURE

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

### 4. BOARD COMMITTEE

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

The said committees are : Audit Committee, Share Transfer Committee & Investor Grievance Committee 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 292A of the Companies Act, 1956.the Company's Audit Committee comprises of the following Directors the majority of being are independent.

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

On resignation of Mr. S.Kumar from the Member of Committee, Mr.R.Gupta was appointed Chairman of the committee in his place and a new member Mr. A.Jain was appointed.

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

- a) Oversight 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.