

27th ANNUAL REPORT

2011 - 2012



COMPUTER POINT LTD.

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- | | | |
|-----------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. BOARD OF DIRECTORS | : | Mr. RAJESH GUPTA - Director Mr. R.R.CHALLANI – Director Mr. ANKUSH JAIN – Director Mr. ASHOK DAS – Director Mr. B. L. JAIN — Chairman (Since Resigned) Ms. SHASHI JAIN – M. Director (Since Resigned) |
| 2. COMPANY SECRETARY | : | Mr. J.TIWARI |
| 3. AUDITORS | : | R.K.BHATTER & CO. Chartered Accountants Kolkata |
| 4. SOLICITORS | : | MUKHERJEE & ASSOCIATES SOLICITORS & ADVOCATES KOLKATA |
| 5. BANKER | : | FEDERAL BANK |
| 6. REGISTERED OFFICE | : | 1/1B, UPPER WOOD STREET, KOLKATA-700017 |
| 7. REGISTRARS & SHARE TRANSFER AGENT | : | M/s S.K.INFO SOLUTION (P) LTD. 34/1A, Sudhir Chatterjee Street, Kolkata-700006 |

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of shareholders of M/s. **COMPUTER POINT LTD.** will held at 1, Ballygunge Park Road, 1st Floor, Kolkata-700019 on Friday the 21st September, 2012 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, 2012 and the Statement of Profit & Loss for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr.R.R. Chhallani 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. Ashok Das who has given his consent in writing be and is hereby appointed as a Director of the Company whose period in the office shall be subject to retirement by rotation."

Date : 18th August, 2012
Registered Office :
1/1B, Upper Wood Street
Kolkata – 7000 017

By Order of the Board Directors
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 18th September 2012 to 21st September 2012. (Both days inclusive)
3. The 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. An Explanatory Statement pursuant to Sec. 173(2) of the Companies Act, 1956. is annexed hereto.
5. Members are requested to notify any change in there mailing address forthwith.
6. 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.
7. 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.
8. Members are requested to kindly bring their copies of the report and Attendance slip to the meeting.
9. 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.
10. 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.
11. 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.Infosolution (P) Ltd., 34/1, Sudhir Chatterjee Street, Kolkata-700006.
12. 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. R. R. Chhallani | Mr. Ashok Das |
|-------------------------------------------------------------------------|----------------------------|----------------------|
| 1. Date of Birth | 15.11.1957 | 11.04.1947 |
| 2. Date of Appointment | 30.07.2007 | 04.01.2012 |
| 3. Qualification | B.Com, LLB | B.Com. |
| 4. Expertise in specific Functional area | Legal Advisor | Marketing |
| 5. Directorship in other Companies | NIL | NIL |
| 6. Chairmanship/ Membership in Committees In other Ltd. Companies | NIL | NIL |
| 7. Shareholding as on 31.03.2012 | NIL | NIL |

EXPLANATORY STATEMENT PURSUANT TO SEC 173(2) OF THE COMPANIES ACT, 1956

Mr. Ashok Das was appointed as an additional Director of the Company during the year and his term in the office is due to expire at the conclusion of the forth coming Annual General Meeting. Meanwhile the Company has received a notice from a member u/s 257 of the act proposing to move a resolution for appointment of Mr. Ashok Das. Mr. Das has been actively participating in the operation of the Companies business and your Director recommended for adoption of the resolution as set out under terms no 4 of the agenda.

None of the Director other then Mr. Ashok Das is personally interested or concerned in this resolution.

DIRECTOR'S REPORT

The Directors pleasure in presenting the 27th Annual Report and the Audited Statement of Accounts for the period ended 31st March 2012.

FINANCIAL RESULTS

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

| PARTICULARS | (₹ in Lacs) | |
|--------------------------------------|-------------------------------------|----------------------------------|
| | Current Year ended on 31.03.2012 | For the year ended 31.03.2011 |
| Gross Sales | 2962.68 | 10950.61 |
| Other Income | 81.18 | 97.64 |
| Total | 3043.86 | 11048.25 |
| Less : Operating Expenditure | 3169.70 | 10860.85 |
| Gross Profit/(Loss) | (125.74) | 187.40 |
| Less : Interest | 0.00 | 0.48 |
| Less : Depreciation | 50.71 | 169.01 |
| Net Profit / (Loss) before tax | (176.45) | 17.91 |
| Less : Provision for Income Tax | — | 3.32 |
| Fringe Benefit Tax | — | — |
| Add/(Less) : Deferred Tax | 35.01 | 20.54 |
| Net Profit / (Loss) after tax (PAT) | (141.44) | 35.13 |
| Add : Balance B/F from previous year | (192.01) | (227.13) |
| Balance C/F to Balance Sheet | (333.45) | (192.01) |
| Earning Per Share | 0.00 | 0.12 |

DIVIDEND

There being insufficient realized profit, the Directors of your Company regret their inability to recommend any dividend for the financial year 2011-2012.

CURRENT PERFORMANCE

The year under review witnessed an all-round decline in the Companies business activities consequent to the continuance of unprecedented recession in the world economy. Your 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 general declined on an annual basis. The Company foresees improvement in its order positions in diverse Industrial sectors in the current year.

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 and the Company proposes further expansion in this venture.

Although the gross turnover for the year was by about 50% as compared to the previous year the net profit after Tax (PAT) for the year could be maintained because of the close monitoring of the operational costs and extensive cost control measures.

Encouraged by the increased reasonably the management proposes to initiate extensive expansion in Business School and Technical Educational Institutions in the Eastern India in close-co-ordination with Technical Universities.

DIRECTORS

Mr. R. R. Chhallani, Directors of the company retires by rotation at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment.

Mr. Ashok Das who was appointed as an additional Director during the year retires at the conclusion of the forth coming Annual General Meeting. Whereas the Company has received a notice u/s 257 of the Companies Act, 1956 from a member proposing appointment of Mr. Das as a rotational Director in the forth coming Annual General Meeting particulars of Directors seeking appointment / re-appointment has been detailed in the notice to Notice convening the Annual General Meeting in due Compliance of Clause 49 of the Listing Agreement.

During the year Mrs. S. Jain, M. Director of the Company vacated her office through resignation due to her other engagements. The Directors puts on record its sincere appreciation of the valuable guidance offered by Mrs. Jain during the tenure of her office.

During the year Mr. B.L. Jain, Director of the Company vacated his office through resignation due to his other engagements. The Directors puts on record its sincere appreciation of the valuable guidance offered by Mr. Jain during the tenure of his office.

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 2011-2012 the applicable Accounting Standards had been followed and no material departures have been made from the same;
- b) the directors 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 , the directors 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) 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 period 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 forming part of the Accounts are self explanatory and need no further explanation.

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 requires minimal energy consumption and every endeavor is made to avoid wastage and to 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 employees and Management. There was a total understanding of the Management objectives by the employees. 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 for 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
(R. Gupta)
Director

Date : 18th August, 2012
Registered Office :
1/1B, Upper Wood Street
Kolkata – 700 017

ANNEXURE A1 TO THE DIRECTORS REPORT

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2011-2012

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 2012 the Board consists of four directors out of which three directors are independent directors. All important strategic policy matters are deliberated to 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 31st March 2012 consisted of Four Directors as under :

| Name of Directors | Designation | Category |
|---------------------------------|-------------------|---------------------------------|
| Mr. B. L. Jain (Since resigned) | Chairman | Non-Executive & Non-Independent |
| Ms. S. Jain (Since resigned) | Managing Director | Executive & Non-Independent |
| Mr. R. Gupta | Director | Non-Executive & Independent |
| Mr. Ankush Jain | Director | Executive & Non-Independent |
| Mr. R.R.Challani | Director | Non-Executive & Independent |
| Mr. Ashok Das | Director | Non-Executive & Independent |

The Board has an optimum combination of Executive and Non Executive Directors and more than 40% 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 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 2011-2012 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 28th Sep' 2011 | 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. B. L. Jain (Since resigned) | Chairman | 6 | 4 | No | nil | nil | nil |
| Ms. S. Jain (Since resigned) | Managing Director Executive & Non-Independent | 6 | 3 | Yes | nil | nil | nil |
| Mr. Ankush Jain | Director Executive & Non Independent | 8 | 5 | Yes | nil | nil | nil |
| Mr. R. Gupta | Non Executive & Independent | 8 | 5 | Yes | nil | nil | nil |
| Mr. Rishab Raj Chhallani | Non Executive & Independent | 8 | 5 | No | nil | nil | nil |
| Mr. A. Das | Non Executive & Independent | 2 | 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 committee positions held in other public limited companies as on 31st March 2012.

(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 | 30.04.2011 | 3 |
| 2 | 18.05.2011 | 3 |
| 3 | 30.07.2011 | 3 |
| 4 | 31.08.2011 | 3 |
| 5 | 30.09.2011 | 3 |
| 6 | 29.10.2011 | 3 |
| 7 | 04.01.2012 | 3 |
| 8 | 30.01.2012 | 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 & 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 (Independent Non Executive) - Member

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.