

1. BOARD OF DIRECTORS : Mr. A. JAIN - W.T Director
Mr. A. DAS - Director
Mr. R. GUPTA - Director
Mr. R.R.CHHALLANI - Director
Mrs. L. JAIN - Woman Director
2. COMPANY CIN : L72200WB1984PLC152180
3. COMPANY SECRETARY : Mr. JITENDRA TIWARI
4. CHIEF FINANCIAL OFFICER : Mr. S. MUKHERJEE
5. AUDITORS : M/s. RANJIT JHA & ASSOCIATES
Chartered Accountants
Kolkata
6. SECRETARIAL AUDITORS : Ms. ALPANA SETHIA
Chartered Accountants
Kolkata
7. SOLICITORS : MUKHERJEE & ASSOCIATES
SOLICITORS & ADVOCATES
KOLKATA
8. BANKER : FEDERAL BANK
9. REGISTERED OFFICE : 1/1B, UPPER WOOD STREET,
KOLKATA-700017
PHONE : (033) 2281-4418
E-mail - corpcpl@gmail.com
10. REGISTRARS & SHARE TRANSFER AGENT : M/s S.K.INFO SOLUTION (P) LTD.
34/1A, Sudhir Chatterjee Street,
Kolkata-700006
Phone : (033)- 22194815
E-mail - contact@skinfo.com

NOTICE OF THE 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty first Annual General Meeting of the members of M/s COMPUTER POINT LIMITED will be held on Wednesday, the 28th Day of September, 2016, 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 31st March, 2016 and the Audited Statement of Profit & Loss and Cash Flow Statement 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. R.R. Chhallani (holding DIN 01430104), 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 if thought fit, to pass, with or without modification the following resolution as an ordinary resolution.

"Resolved that the appointment of M/s. Ranjit Jha & Associates (firm regs. no. 326969E) Chartered Accountants, who had been appointed statutory Auditor of the Company for a consecutive 5 (five) years to hold the office till the conclusion of Annual General Meeting to be held in the year 2019, be and is and that the ratified in terms of 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, deeds and things as may be deemed necessary and expedient for effecting this resolution.

By Order of the Board

For Computer Point Limited

Place - Kolkata
Date: 12th August, 2016.

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 Thursday, 22nd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive) for the financial year ended on 31st March, 2016.

4. Members desiring any information on the Accounts for the financial year ended on 31st March, 2016 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, as the corresponding provisions under 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 Companies Act, 2013. Henceforth, the e-mail addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be notices / documents etc. In view of the above, the Company has already dispatched the written communication to its members on April 21, 2015 requesting them to register their designated e-mail ID. However, members who wish to receive physical copy of the Notice, Annual Reports and other documents may forward their written requests to the Company for the same.

8. Electronic copy of the Annual Report for 2016 along with the notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with Company/Depository participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
9. The Notice of Annual General Meeting and the copies of Audited financial statements, Directors' report, Auditors' report etc., will also be available for inspection at the registered office of the Company during business hours upto the date of AGM.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
11. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the members at the registered office of the Company during business hours on any working days up to and including the date of annual General Meeting of the Company.
12. **Instructions for e-voting**
A separate sheet containing the complete details of the instructions for e-voting is being sent to all the members along with the Annual Report for the year 2015-16 to enable them to cast their votes through e-voting.

By Order of the Board

For Computer Point Limited

Place: Kolkata
Date: 12th August, 2016

Jitendra Tiwari
Compliance Officer & Company Secretary

DIRECTOR'S REPORT

The Directors take pleasure in presenting the 31st Annual Report and the Audited Statement of Accounts for the period ended 31st March 2016.

FINANCIAL RESULTS

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

PARTICULARS	Current Year ended on 31.03.2016	(Rs. in Lacs) For the year ended 31.03.2015
Gross Sales	4504.78	2439.78
Other Income	<u>178.16</u>	<u>155.96</u>
Total	4682.94	2595.74
Less: Operating Expenditure	4685.28	2559.41
Gross Profit/(Loss)	(2.34)	36.33
Less: Interest	0.00	0.00
Less: Depreciation	<u>6.33</u>	<u>35.91</u>
Net Profit / (Loss) before tax	(8.67)	0.42
Less: Provision for Income tax	0.00	0.08
Add/(Less): Deferred Tax	<u>1.22</u>	<u>(0.20)</u>
Net Profit / (Loss) after tax (PAT)	(7.45)	0.14
Add: Bal. B/F from previous year	(319.24)	(319.38)
Balance C/F to Balance Sheet	(326.69)	(319.24)
Earning Per Share	0.00	0.00

CURRENT PERFORMANCE

In spite of continued inflationary trend and reduced GDP of Indian economy during the year under review the Company could achieve though marginally an increase in its result in profit both as (PBT) and (PAT) at the end of the day.

DIVIDEND

The Company having an amount of carried over losses, your directors have no option but to refrain from recommending any dividend for the year.

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 firm in terms of sec. 125 of Companies Act, 2013.

CAPITAL / FINANCE

During the year the Company, did not issue and/ or allot any Shares or Securities during the year ended on 31st march, 2016. The Issued, subscribed and paid-up share capital of the Company stood 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, so no Credit Rating was required.

DIRECTORS / KEY MANAGERIAL PERSONNELS

Appointment :

There was no change in the constitution of the Board of Directors of the Company during the year.

During the year there was vacancy in the office of Company Secretary u/s 203 of the Companies Act, 2013, due to resignation of the erst while incumbent Mr. Jitendra Tiwari who has since rejoined the office for which necessary e-filing of DIR-2 have been made.

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 the 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 2015-2016 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, 1956 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.

INTERNAL AUDITOR

In terms of section 204 of the Companies Act, 2013 and rules made there under, Mr. Minhaj Ansari, a Chartered Accountants has been appointed as the Internal Auditor to conduct the Internal Audit of the Company for the F.Y. 2015-16.

RELATED PARTY TRANSACTION

All contacts/ arrangements/ transactions entered into by the Company with related parties during the year were in the ordinary course of business and on an arms length Basis.

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 of a CSR policy as prescribed 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 at in 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 revise the audit plans, significant audit findings, adequacy of internal control, compliance of applicable Accounting Standards and changes in accounting policies and practices, if any.

CORPORATE GOVERNANCE

The Company believes that Corporate Governance is a way of business life rather than a legal compulsion. Your Directors being committed to best management practices and adhering to the policy of full transparency, enclose herewith a Report on Corporate Governance as stipulated by SEBI (LODR) Regulations, 2015 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 31st March 2016 is annexed hereto and Marked as Annexure 1.

AUDITORS AND THEIR REPORT

Mr. Ranjit Jha & Associates, Chartered Accountants (Firm Regn no. 326969E) was appointed as Statutory Auditor of the Company for a period of 5(five) years ending on 31.03.2019 subject to rectification by members at each Annual General Meeting to be held in between.

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.

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. 2015-16.

SECRETARIAL AUDIT

In terms of section 204 of the Companies Act, 2013 and rules made there under, Mrs Alpana Sethia, a Company Secretary in practice (CP No. 5098) has been appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the F.Y. 2015-16. The Report of secretarial Auditor is enclosed hereto as Annexure – 2. and with reference to the comments made to the said report, the Directors do hereby submit and affirm as under :-

- i. The vacancy in the position of Company secretary u/s 203 of the Act, as was prevalent on 01.01.2016 has since been duly filled up by induction of Company Secretary w.e.f. 30.05.2016.
- ii. There might be lapses in uploading same information on web-site through oversight and the Directors would take necessary precaution to ensure no such recurrence of such in future.

Save and except the above, other comments of the Auditor are self explanatory and needs no further comments.

INTERNAL AUDITOR

In terms of section 204 of the Companies Act, 2013 and rules made there under, Mr. Minhaj Ansari, a Chartered Accountants has been appointed as the Internal Auditor to conduct the Internal Audit of the Company for the F.Y. 2015-16.

RELATED PARTY TRANSACTION

All contacts/ arrangements/ transactions entered into by the Company with related parties during the year were in the ordinary course of business and on an arms length Basis.

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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 revise 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 / ASSOCIATES

The Company is not having any Subsidiary or Associates.

EMPLOYEES STOCK OPTION SCHEMES

The Company have not provided any employee stock option.

GREEN INITIATIVES

Electronic copies of the Annual Report 2016 along with the Notice of the 31st 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 2016 along with the Notice of the 31st AGM are being 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 31.03.2016.

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)(m) 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.