

COMPUTER POINT LIMITED

CIN: L72200WB1984PLC152180

Regd. Office: 1/1B, Upper Wood Street, Kolkata – 700017

Email: corpcpl@gmail.com

NOTICE is hereby given that the Thirty Ninth (39th) Annual General Meeting of the Members of **Computer Point Limited** will be held at 1/1B, Upper Wood Street, Kolkata – 700017, West Bengal on Monday, September 30, 2024 at 09:00 AM to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024 including the Audited Balance Sheet as at March 31, 2024, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To Appoint Mr Mohan Kha as Director liable to retire by rotation who being eligible offer himself for appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Tapas Chowdhury (DIN: 00398298) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** there of:

RESOLVED THAT Shri Tapas Chowdhury (holding DIN 00398298), who was appointed as Additional Non-Executive Independent Director of the Company w.e.f 04.01.2024 by board of directors under Section 161 of Companies Act 2013 and other applicable provision of Article of Association ("AoA") of the company and who holds office upto the date of Annual General Meeting, be and is hereby appointed as a Director of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, all Directors of the company and/or the company secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s), to the terms and conditions if any as they may be deem necessary in this regards and to execute all deeds, applications documents and writing that may be required on behalf of the company and generally to do all acts

,deeds, matters, and things as they may in their absolute discretion deem necessary expedient usual or proper in relation to or in connection with or for matters in relation/consequential in due compliance of the applicable rules and regulations without seeking any further consent or approval of the Board of Directors or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**By order of the Board of Directors
For Computer Point Limited**

Place: Kolkata

Date: 09/09/2024

**Biswajit Das
Company Secretary**

NOTES

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 3 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS/PROXIES/AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HEREWITH TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PROXY FORM IS ATTACHED HERETO.

3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified true copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
5. Electronic copy of the Annual Report for FY 2023-24 is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes, 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 FY 2023-24 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with S.K. Infosolutions Private Limited (in case of Shares held in physical form).
6. The record date for the purpose of determining the eligibility of the Members to attend the 39th Annual General Meeting of the Company is, September 23, 2024.
7. Electronic copy of the Notice of the 39th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants for communication purposes 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 Notice of the 9th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members holding shares in Demat form are requested to notify immediately changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, directly to their respective Depository Participant (DP).
10. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require

communication in physical form in addition to e-communication, or have any other queries, may write to us at corppl@gmail.com.

11. Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend account of the company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be transferred by the company to the Investor Education and Protection Fund established by the Central Government.
12. Additional information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules framed there under.
13. The facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form SH.13 and any variation/cancellation thereof can be made by giving notice in Form SH.14, Prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose.
14. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
15. In view of the above, the Company has communicated in the earlier year through Annual Report to its members requesting them to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.
16. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
17. The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form.

18. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the company on all working days during business hours up to the date of the Meeting.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

20. A route map showing directions to reach the venue of the 39th Annual General Meeting of the Company is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

A detail of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure A

I.

Name of Director	Mr. Tapas Chowdhury
DIN	00398298
Date of Birth	01/03/1972
Date of Appointment on the Board	04/01/2024
Expertise in specific functional area	Finance & Accounts
Qualification	B.Com
Relationship with other Directors	NIL
Directorship in other limited companies	NIL
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	

**By order of the Board of Directors
For Computer Point Limited**

**Place: Kolkata
Date: 09/09/2024**

**Biswajit Das
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements sets out the material facts relating to the special business set out in the accompanying notice of the 9th Annual General Meeting of the Members of the Company.

Item No. 3

The Board of Directors at its meeting held on January 04,2024, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Tapas Chowdhury (DIN: 00398298) pursuant to the provisions of Section 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Director of the Company

In terms of the provisions of Section 161 of the Act, Mr. Tapas Chowdhury (DIN: 00398298) would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

A copy of the letter for appointment of him as a Non-Executive Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Tapas Chowdhury (DIN: 00398298) being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

**By order of the Board of Directors
For Computer Point Limited**

**Place: Kolkata
Date: 09/09/2024**

**Biswajit Das
Company Secretary**

COMPUTER POINT LIMITED

ANNUAL REPORT 2023-24

COMPANY INFORMATION

BOARD OF DIRECTORS	Mr. Mohan Kha, Whole Time Director Mr. Nitesh Singh, Independent Director Mrs. Priyanka Singh, Independent Director Mr. Tapas Chowdhury, Independent Director
COMPANY SECRETARY	Mr. Biswajit Das
CHIEF FINANCIAL OFFICER	Mr. A. Rahaman
AUDITORS	M/s. Acharyya Swapan & Co. Chartered Accountants Kolkata
BANKERS	ICICI Bank
REGISTERED OFFICE	1/1B, Upper Wood Street, Kolkata - 700017
SECRETARIAL AUDITORS	K. BOTHRA & ASSOCIATES
REGISTRAR & SHARE TRANSFER AGENTS	M/s. S.K. Infosolutions Pvt Ltd Regn No - INR000003886 D/42 Katju Nagar, Ground Floor (Near South City Mall), Jadavpur, Kolkata - 700032 Ph:-033-24120027 Email id: contact@skcinfo.com
<u>39TH ANNUAL GENERAL MEETING</u>	
DAY, DATE & TIME	Monday, September 30, 2024 at 09:00 AM
VENUE	1/1B, Upper Wood Street, Kolkata – 700017
BOOK CLOSURE	Monday, September 23, 2024 to Friday, September 27, 2024 (Both days inclusive)
CONTENTS	
DIRECTORS' REPORT	
MANAGEMENT DISCUSSION & ANALYSIS	
CEO/CFO CERTIFICATION	
INDEPENDENT AUDITORS' REPORT	
BALANCE SHEET	
STATEMENT OF PROFIT & LOSS	
CASH FLOW STATEMENT	
NOTES TO THE ACCOUNTS	

DIRECTOR'S REPORT

**TO
THE MEMBERS
COMPUTER POINT LIMITED**

Your Directors are pleased to present the Thirty Ninth (39th) Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024.

(Rs. in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Total Income	138.53	154.44
Less: Total Expenditure	137.46	153.53
Profit before Taxation	1.07	0.91
Less: Tax Expense	0.25	0.23
Profit for the period	0.82	0.68
Add: Brought forward from previous year	(341.66)	(315.35)
Surplus carried to Balance Sheet	(313.84)	(314.66)

COMPANY PERFORMANCE

Your Company has prepared the Financial Statements for the financial year ended March 31, 2024 under Sections 129, 133 and Schedule II to the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The Company's total income during the year stood at Rs. 138.53 Lakhs, as compared to Rs. 154.44 Lakhs in the previous year. The Company's profit before tax is Rs. 1.07 Lakhs during the year, as compared to Rs. 0.91 Lakhs in the previous year. The Company earned a net profit of Rs. 0.82 Lakhs, as against a net profit of Rs. 0.68 Lakhs in the previous year.

DIVIDEND

In order to maintain a healthy capital adequacy ratio to support long term growth of Company, Directors has not recommended any Dividend for the Financial Year 2023-24.

AMOUNTS PROPOSED TO CARRY TO THE RESERVES

The Company has not transferred any amount out of the profit earned to reserve account during the year under review. The entire profit earned during the year under review is being carried forward under Profit & Loss Account.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial year relate and the date of this report.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company's Internal Control Systems are commensurate with the nature, size and complexity of its business and ensure proper safeguarding of assets, maintaining proper accounting record and providing reliable financial information. Your Company's Internal Control ensures that all assets of the Company are safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately.

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

Such practice provides reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with the applicable legislations. Your Company also monitors through its Internal Audit Team the requirements of processes in order to prevent or timely detect unauthorized acquisition, use or disposition of the Company's Assets which could have a material effect on the Financial Statements of the Company. The Internal Audit function is responsible to assist the Audit Committee on an independent basis with a complete review of the risk assessments and associated management action plans.

During the year under review, the Internal Financial Control Audit was carried out by the Statutory Auditors, the Report of which is forming part of this Annual Report.

DEPOSITS

During the year under review, the Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules framed there under **M/s Acharyya Swapan & Co.**, Chartered Accountant, (Firm Registration No. 325797E) Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment till the conclusion of 40th Annual General Meeting. Further, they have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.