

ANNEXURE 3
REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2017-2018
1. COMPANY'S PHILOSOPHY

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 2018 the Board consists of five Directors out of which three directors are independent directors. All important strategic policy matters are deliberated in 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 2018 consisted of Five Directors as under:

Name of Directors	Designation	Category
Mr. A. Jain	W T Director	Executive & Non-Independent
Mr. R. Gupta	Director	Non-Executive & Independent
Mr. A. Das	Director	Non-Executive & Independent
Mr. R. R. Chhallani	Director	Non-Executive & Independent
Mrs. Lata Jain	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, lesser, 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 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 25 th Sep' 2017	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. A. Jain	Executive & Non-Independent	4	3	Yes	NIL	NIL	NIL
Mr. R. Gupta	Non-Executive & Independent	4	2	Yes	NIL	NIL	NIL
Mr. A. Das	Non-Executive & Independent	4	4	Yes	NIL	NIL	NIL
Mr. R. R. Chhallani	Non Executive & Independent	4	2	No	NIL	NIL	NIL
Mrs. Lata Jain	Non Executive & Independent	4	2	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 positions held in other public limited companies as on 31st March 2018.

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

A total of 4 (FOUR) 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	29-05-2017	4
2	29-07-2017	3
3	30-10-2017	3
4	30-01-2018	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: i) Audit Committee, ii) Stakeholders Relationship Committee and iii) Nomination and Remuneration Committee.

5. AUDIT COMMITTEE

i) The role and terms of reference of the Audit Committee covers the areas mentioned under Regulation SEBI (LODR), Regulations 2015 and in Section 177 of the

Companies Act, 2013. 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. A. Das (Independent Non Executive) - Member
3. Mr. A. Jain (Executive) - Member

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

- a) Overseeing 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.
- c) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- d) Reviewing, with the management, the annual financial statement before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement, to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with Listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transaction;
 - Qualification of draft audit report, if any.
- e) Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- f) Discussion with internal auditors of any significant findings and follow-up thereon.

ii) Meeting & attendance during the year:-

Name of Directors	Category	No of Meetings	
		Held during tenure	Attended
Mr. R. Gupta	Non-Executive & Independent	4	4
Mr. A. Das	Non-Executive & Independent	4	4
Mr. A. Jain	Executive & Non-Independent	4	4

Four Meetings of the Audit Committee were held during the financial year ended 31st March 2018. The dates on which the Audit Committee meetings were held are as follows 25th May 2017, 25th July 2017, 25th October 2017 & 25th January 2018.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted a Stakeholders Relationship Committee to deal with the request for transfer/ transmission/ duplicate issue of shares in due Compliance with the provisions of the Companies Act, 2013 and also the listing Agreements.

The present composition of the Stakeholders Relationship Committee is as follows:-

Name of Directors	Category	Membership
Mr. R. R. Chhallani	Non Executive	Chairman
Mr. A. Das	Non Executive	Member

The Committee oversees the performance of M/s S. K. Infosolutions (P) Ltd., the Registrar and Share Transfer Agent of the Company and recommends measures to

improve the level of investor related services. Though the powers to approve share transfer/share transmission are delegated to the Registrars and Share Transfer Agent, all the share transfer / transmission cases approved by the Registrar are reported to the Committee which also keeps a close watch on disposal status of all complaints / grievances of shareholders.

During the year the committee met on 12 (Twelve) occasions on 29.04.2017, 29.05.2017, 29.06.2017, 29.07.2017, 29.08.2017, 29.09.2017, 30.10.2017, 30.11.2017, 30.12.2017, 30.01.2018, 28.02.2018 & 30.03.2018. Instead of appointing a separate committee for dealing with the share transfers/investors grievance, the same Share Transfer Committee has been assigned the responsibility of attending to Share transfers/Investors grievance also.

Meeting & attendance during the year:-

Name of Directors	Category	No of Meetings	
		Held during tenure	Attended
Mr. R. R. Chhallani	Chairman Non-Executive & Independent	12	12
Mr. A. Das	Non-Executive & Independent	12	12

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 requests for dematerialization are dealt with within 15 days from the date of receipt.

7. REMUNERATION COMMITTEE

The Board of Directors of the Company constituted a Remuneration Committee of Directors mainly for the purpose of recommending the Company's policy on Remuneration Package for the whole time / Executive Director, reviewing the structure, design and implementation of remuneration policy in respect of such Director.

The Composition of the Remuneration Committee as on the date of the report is as follows:-

1. Mr. R. Gupta - Chairman
2. Mrs. Lata Jain - Member

During the period under review, only one meeting of the remuneration Committee was held on 27.10.2017 in which all the members were present.

All the Non Executive directors are however paid sitting fees of ₹1,000/- for attending every meeting of the Board and Committees thereof which is shown as follows.

Name of the Directors	Salary ₹	Perquisites ₹	Sitting Fees ₹	Total ₹
Mr. R. Gupta	---	---	7,000/-	7,000/-
Mr. A. Jain	3,00,000/-	---	---	3,00,000/-
Mr. R. R. Chhallani	---	---	14,000/-	14,000/-
Mr. A. Das	---	---	20,000/-	20,000/-
Mrs. Lata Jain	3,00,000/-	---	3,000/-	3,03,000/-

8. NAME AND DESIGNATION OF COMPLIANCE OFFICER

Mr. J. Tiwari, Our CS has been designated as the compliance officer in terms of clause 47(a) of the listing Agreement. The shareholders may send their complaints directly to CS at the below mentioned address:

Mr. J. Tiwari
Company Secretary
M/s Computer Point Limited.
1/1B, Upper Wood Street,
Kolkata – 700 017
Email – corpcpl@gmail.com

9. GENERAL BODY MEETINGS

(I) General Meeting

(a) Location and Time of Last Three Annual General Meeting.

Financial Year ended	Date	Time	Venue
31.03.2015	28.09.2015	9.30 A.M.	1/1B, Upper Wood Street, Kolkata – 700 017
31.03.2016	28.09.2016	9.30 A.M.	1/1B, Upper Wood Street, Kolkata – 700 017
31.03.2017	25.09.2017	9.30 A.M.	1/1B, Upper Wood Street, Kolkata – 700 017

10. DISCLOSURES:

- a) The Company has not entered into any transaction of material nature, with promoters, Directors or the Management, or its relatives, etc. that may have potential conflict with the interest of the Company at large, other than in the normal course of business.
The transaction undertaken during the year has been disclosed in schedule '20' forming part of the Accounts for the year ended 31st March 2018.
- b) Details of Non compliance by the Company, penalties & strictures imposed on the Company by the stock exchange, SEBI or any statutory Authority, on any matter related to capital market during the last 3(three) years ended on 31.03.2018: NIL
- c) The Company duly complied with the mandatory requirements of Regulation SEBI (LODR), Regulations 2015 with the stock Exchange.

11. MEANS OF COMMUNICATION

- i) The Audited Annual Financial Reports and the Directors Report on the performance of the Company are regularly sent by post paid to each and every shareholder as also the notices of all shareholders meetings are sent in due compliance with the provisions of the Company's Act, 2013. Besides, in terms of the provisions under the Listing Agreements with the Stock Exchanges, the other periodic financial results and specific information about the Board meeting, etc are duly published in Local Newspapers, one in English and one in Vernacular.
The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately after the Board takes the same on record.
- ii) The Company did not make any re-presentation to the institutional investors or the analysts.

12. GENERAL SHAREHOLDERS INFORMATION

- a) i) Annual General Meeting
Date: 20th September, 2018
Time: 9.30 A.M.
Venue: 1/1B, Upper Wood Street, Kolkata-700017
- ii) The information as required under Regulation SEBI (LODR) Regulations, 2015 relating to the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting are furnished in the Statement annexed to the Notice convening the 33rd Annual General Meeting. The Shareholders may kindly refer to the same.
- b) **FINANCIAL CALENDER 2017-2018**
The current financial year has been for a period of 12 months from 1st April, 2017 to 31st March, 2018.
- c) **DATES OF BOOK CLOSURE**
The Share transfer books and Register of Members of the Company will remain closed from 14th September, 2018 to 20th September, 2018, both days inclusive in connection with the Annual General Meeting of the Company to be held on 20th September, 2018.
- d) **DIVIDEND PAYMENT DATE**
No dividend is recommended for the period ended 31st March 2018.
- e) **LISTING OF SHARES ON STOCK EXCHANGES**

The companies Shares are presently listed on the following Stock Exchanges:-

- i) The Bombay Stock Exchange Ltd Code: 507833
25th Floor P. J. Tower
Dalal Street, Mumbai – 400 001

The Company has remitted the Annual Listing fees upto date to all the Stock Exchange.

Demate ISIN in NSDL/CDSL for equity shares INE 607B01012

f) **THE REGISTRAR & SHARE TRANSFER AGENT**

In accordance with the SEBI directive vide Circular Nos. D&C/FITTC/CIR-15/2002 dated 27th December, 2002, the Company has appointed the following SEBI registered Agency as the common Registrar and Share Transfer Agent of the Company for both the physical and Dematerialized Segments.

M/s S. K. INFOSOLUTIONS (P) LTD.

34/1A, Sudhir Chatterjee Road,

Kolkata-700 006

Ph – 033-22194815

E-mail – contact@skinfo.com

13. SHARE TRANSFER SYSTEM

Applications for transfer of share in physical mode are received at the office of the Registrar & Share transfer Agents. The Committee of the Board of Directors attend / to Share Transfer formalities at least once in every month depending on the requirement.

Shares held in dematerialized form are electronically traded in the Depository and the RTA of the Company periodically receives from the depository, the details of beneficial holding for them to update their records and to send all corporate communication, etc. Physical shares received for dematerialization are processed and completed within a period of 15 days from the date of receipt provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participant under advice to the shareholders.

14. SHAREHOLDING PATTERN (AS ON 31ST MARCH, 2018)

Category	No. of Shareholders	Percentage	No of Shares	Percentage
PROMOTERS				
Indian Promoters	3	0.05	547762	1.83
Foreign Promoters	--	--	--	--
Person Acting in Concert	--	--	--	--
BODIES CORPORATE				
Banks & Mutual Funds	--	--	--	--
NRIs / OCRs	18	0.31	92964	0.31
Other Body Corporate	103	1.78	21526348	71.75
Resident Individuals	5668	97.86	7834226	26.11
Others	--	--	--	--
Total	5792	100.00	30001300	100.00

15. DEMATERIALISATION & LIQUIDITY

As on 31st March 2018 about 86.95% shares of the Company are in dematerialized form. The shares of the Company are permitted to trade only on dematerialized form w.e.f. 23.10.2000.

16. OUTSTANDING GDRS / ADRS/WARRANTS OR CONVERTIBLE INSTRUMENTS :

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

17. DISTRIBUTION OF SHAREHOLDING PATTERN AS ON 31ST MARCH, 2018.

Range In No. of Shares	Range In Value of Shares	No of Shareholders	Percentage To total Sh.holders	No of Shares	Percentage to total Holding
Upto 500	Upto 5000	3864	66.71	830761	2.78
501 – 1000	5010 - 10000	865	14.93	786697	2.62
1001 – 2000	10010-20000	433	7.48	709091	2.36
2001 – 3000	20010-30000	153	2.64	406580	1.36
3001 – 4000	30010-40000	93	1.61	340073	1.13
4001 – 5000	40010-50000	102	1.76	493115	1.64
5001 – 10000	50010-100000	128	2.21	943077	3.14
10001 - 50000	100010-500000	124	2.14	2490755	8.30
50001 – 100000	500010-1000000	16	0.28	1173260	3.91
100001 and above	1000010 and above	14	0.24	21827891	72.76
Total		5792	100.00	30001300	100.00

18. STOCK MARKET DATA

The shares of the Company are regularly traded on the BSE. The Annual Data for Trading on BSE are given below:

Month	High	Low
April 2017	1.50	1.25
May 2017	1.31	1.25
June 2017	1.20	1.15
July 2017	1.20	1.00
August 2017	1.08	0.91
September 2017	0.90	0.75
October 2017	0.92	0.80
November 2017	0.96	0.84
December 2017	1.36	0.98
January 2018	1.56	1.20
February 2018	1.20	1.04
March 2018	1.23	0.99

Source: BSE Website

19. INVESTORS CORRESPONDENCE ADDRESS:

M/s COMPUTER POINT LIMITED
1/1B, UPPER WOOD STREET
KOLKATA – 700 017

20. DECLARATION

I, S. Mukherjee, Chief Financial Officer of m/s. Computer Point Limited, hereby declare that pursuant to Regulation SEBI (LODR), Regulations 2015s, all members of the Board and senior Management personal have affirmed their Compliance with the code of Conduct for the year ended 31st March, 2018.

Date: 29th May, 2018
Place: Kolkata

For Computer Point Limited

S. Mukherjee
Chief Financial Officer

ANNEXURE 4

The information as required under Section 197(12) of the Companies Act, 1956 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) rules, 2014:

Remuneration paid to Directors and Key Managerial Personnel:

Sl. No	Name	Title/Category	Remuneration In Fiscal 2018	Remuneration In Fiscal 2017	% increase remuneration	Ratio Remuneration to the MRE
1.	A. Jain	W. T Director	3.00	2.40	-	3.00:1
2.	J. Tiwari	Co. Secretary	1.80	1.80	-	1.80:1
3	S. Mukharjee	CFO	1.80	1.80	-	1.80:1

Comparison of Remuneration of Computer Point Ltd. against the performance of the Company

Sl. No	Name	Designation	Remuneration	Comparison of remuneration against the performance of the Company	
				Comparison with Turnover	Comparison with Net Profit
1.	S. Mukherjee	CFO	1.80	0.07%	428.57%
2.	J. Tiwaria	Company Secretary	1.80	0.07%	428.57%
3	A. Jain	W T Director	3.00	0.07%	457.14%

Comparison of Remuneration to Employees

Particulars	As on 31.03		Increase / Decrease	Average Increase / Decrease	Median Remuneration of Employee (MRE)		Increase / Decrease in MRE	% Increase / Decrease in MRE
	2018	2017			As on 31.03.2018	As on 31.03.2017		
Number of permanent Employees on the rolls of the Company	15	18	-3					
Total Remuneration	44.95	47.87	-2.92					