



**COMPUCOM**

**SOFTWARE LIMITED**

*We make **IT** happen*

**21<sup>st</sup>**

**Annual Report  
2014-2015**



## From the desk of CEO & MD

Dear Shareholders,

It is my pleasure and privilege to present to you the Annual Report of your company for the Financial Year 2014-15. Even though the fiscal year 2014-15 has been a challenging year for the country and economy as a whole, but still against all odds your company has maintained its financial health. We have utilized this lean period for consolidating the financial health of your company by writing off some old and pending bad debts conforming to the ICAI standards.

The global economy has witnessed a slowdown as a result of the major fall in the crude oil prices and also compounded by other factors like Greece crisis etc. The developed economies also witnessed just a marginal growth.

The year 2014-15 has also been full of milestones and memories. The company witnessed diverse challenges as a result of soaring high client expectations, changing environment, new emerging technologies and moreover the service sector facing unbounded competition. Despite of all the difficulties faced as a result of the innumerable developments on the domestic and global front, your company strived hard and succeeded to deliver performances.

To celebrate our journey in the last year, the board of directors announced a Dividend of Rs 10 paise per share on this occasion. The total dividend paid in FY2014-15 amounts to Rs. 79,12,518.80/-

During the year, the annual revenue of your Company amounted to Rs. 52.51 Crores while profit after tax amounted to Rs. 5.59 Crores.

As a business, your Company continues to associate itself with the Government Sector by bidding for Government Projects. On the export front, the company continues to render services to clients based in the US. The Company continues to develop partnerships with customers all round the globe.

Our team's systematic knowledge implementation and team management helped us to broaden our domestic as well as foreign customer base. Our motto of 'customer satisfaction' helped us strengthen the foundation of our company and put our company services on a higher pedestal.

It's the beginning of a new era for the country. The new mantra of the government is "Smart India". The country is aspiring to unfold the pages to a new 'Digital India' with numerous e-governance initiatives and digitalization all around. In view of this, there is tremendous potential for the company to grow and look at the new business avenues to explore. This is the digitalization age which shall lead to an 'online' and 'e-com' revolution which shall practically impact every facet of business and commerce. Your company foresees this as an incredible business opportunity and aims to extract the maximum possible benefit out of this.

Your company continues to believe in excellence in delivering services seasoned with good business ethics. We target high customer satisfaction, employee satisfaction and maximum revenue generation from all that we undertake. We aim to extract maximum benefit from the business opportunities that we foresee, hand in hand with our trained and skilled team and their teamwork.

We look forward for the continuing support and encouragement from all our stakeholders, financiers, customers, vendors, staff and all those who directly or indirectly helped us to achieve our goals and conquer our dreams. Last but not the least I would like to thank the CSL team for their determination and hardwork to take the company to soaring new heights, for their potential to face challenges and overcome them and to cross each milestone with flying colours.

With best regards,

**Surendra Kumar Surana**  
Managing Director & CEO  
August 12, 2015

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## Corporate Information

### BOARD OF DIRECTORS

**Surendra Kumar Surana**

Managing Director & CEO

**Shubh Karan Surana**

Non-Executive Director & Non- Independent Director

**Ajay Kumar Surana**

Non-Executive Director & Non- Independent Director

**Stephen Carl Viehman**

Independent Director & Non-Executive Director

**Trishla Rampuria**

Non-Executive Director & Non-Independent Director  
(Additional Director w.e.f. August 12, 2015)

**Ramesh Chand Jain**

Non-Executive Director & Independent Director  
(Additional Director w.e.f. May 29, 2015)

**Rajendra Prasad Udawat**

Non-Executive Director & Independent Director

**Dr. Anjila Saxena**

Non-Executive Director & Independent Director

### SENIOR MANAGEMENT

**CA Sanjeev Nigam**

Chief Financial Officer

### STATUTORY AUDITOR

**M/s. S. Misra & Associates**

Chartered Accountants  
3-C, Third Floor, Tilak Bhawan, Tilak Marg,  
C-Scheme, Jaipur (Rajasthan)-302005, India

### REGISTRAR & SHARE TRANSFER AGENT

**MCS Share Transfer Agent Limited**

F-65, 1st Floor, Okhla Industrial Area, Phase-1  
New Delhi-110020, India  
Phone No: +91-11-41406149  
Fax: +91-11-41709881  
Email: admin@mcsdel.com

### PRINCIPAL BANKERS



### REGISTERED OFFICE

IT: 14-15, EPIP, Sitapura,  
Jaipur (Rajasthan)- 302022, India  
Phone: +91-141- 5115908 (10 Lines)  
Fax: +91-141-2770335  
Email: investor@compucom.co.in  
Website: www.compucom.co.in  
Corporate Identification Number:-L72200RJ1995PLC009798

### BOARD COMMITTEES

**Audit Committee**

Rajendra Prasad Udawat (Chairman)  
Shubh Karan Surana  
Dr. Anjila Saxena

**Nomination & Remuneration Committee**

Dr. Anjila Saxena (Chairperson)  
Rajendra Prasad Udawat  
Shubh Karan Surana

**Stakeholder Relationship Committee**

Rajendra Prasad Udawat (Chairman)  
Shubh Karan Surana  
Stephen Carl Viehman

**Corporate Social Responsibility Committee**

Dr. Anjila Saxena (Chairperson)  
Shubh Karan Surana  
Surendra Kumar Surana

**Risk Management Committee**

Ramesh Chand Jain (Chairman)  
Shubh Karan Surana  
Stephen Carl Viehman

**CS Swati Jain**

Company Secretary & Compliance Officer

### SECRETARIAL AUDITOR

**V. M. & Associates**

Company Secretaries  
403, Royal World, Sansar Chandra Road,  
Jaipur (Rajasthan)-302001, India

## NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty first Annual General Meeting of the members of Compucom Software Limited will be held on Thursday, September 24, 2015 at 11.30 A.M. at "KRISHNA AUDITORIUM", Compucom Engineering College Compound, in front of Compucom Software Limited office, SP-5, EPIP, Sitapura, Jaipur-302022(Rajasthan), India to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the:
  - a) Audited Financial Statements of the Company for the year ended March 31, 2015 together with the report of Board of Directors and Auditors Report thereon; and
  - b) Consolidated Audited Financial Statement of the Company for the year ended March 31, 2015.
2. To declare a dividend on Equity Shares
3. To Appoint a Director in place of Mr. Shubh Karan Surana, who retires by rotation and, being eligible, offers himself for re-appointment.
4. Ratification of Appointment of the Statutory Auditors of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 20<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August, 2014, the appointment of M/s. S. Misra & Associates, Chartered Accountants (Firm Registration No. 004972C) Jaipur, be and is hereby ratified (for the financial year 2015-16) as Statutory Auditors of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2015-16 as recommended by the Audit committee in consultation with the Auditors."

### SPECIAL BUSINESS:-

#### 5. APPOINTMENT OF TRISHLA RAMPURIA (DIN : 07224903) AS A DIRECTOR:-

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

**"RESOLVED THAT** Mrs. Trishla Rampuria who was appointed by the Board of Directors as an Additional Director of the Company on 12<sup>th</sup> August, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or CEO and/or Company Secretary be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

#### 6. APPOINTMENT OF MR. RAMESH CHAND JAIN (DIN : 00981936) AS AN INDEPENDENT DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force,) Mr. Ramesh Chand Jain (DIN: 00981936), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company by the Board of Directors with effect from 29<sup>th</sup> May, 2015 and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of this Annual General Meeting till the date of next Annual General Meeting and not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or CEO and/or Company Secretary be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

Date: August 12, 2015  
Place: Jaipur  
Registered Office:  
IT 14 -15, EPIP, Sitapura  
Jaipur - 302 022 (Rajasthan)

By order of the Board

(CS Swati Jain)  
Company Secretary

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF SUCH MEMBER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

**The duly stamped, filled and signed instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting.**

3. The Relative Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as set out above to be transacted at the Meeting is annexed hereto. The relevant details as required under clause 49 of the Listing Agreement entered into with the stock Exchanges, of persons seeking appointment/ re-appointment as Directors under item No- 3& item No- 5 & item No- 6 of the Notice, are also annexed.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of the ensuing Annual General Meeting from Tuesday, 22<sup>nd</sup> September 2015 to Thursday, 24<sup>th</sup> September 2015 (both days inclusive) and for payment of dividend for the Financial Year 2014-2015.
6. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
7. Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Ltd., Unit: Compucom Software Limited, F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020, India for changes, if any, in their address and bank mandates, members having shares in electronic form may inform such changes directly to their depository participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address (es).
8. Members holding shares in physical form are requested to convert their holdings into dematerialized mode, to avoid loss of shares, quick credit of dividend and fraudulent transactions.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Ltd., Delhi for consolidation into single folio.
10. Members may now avail the facility of nomination by nominating in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrar and Share Transfer Agent for the prescribed form.
11. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
12. Members are requested to encash dividend warrants at the earliest as the unclaimed dividend amounts, if any, will be transferred to the "Investor Education and Protection Fund" established by the Central Government, as stipulated under the Companies Act, 2013.
13. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.30 A.M. to 12.30 P.M., till the date of Twenty first Annual General Meeting.
14. Members / Proxy(ies) are requested to bring their copy of the Annual Report at the meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall.
15. **"GO GREEN" Initiative:** In support of the "Green Initiative" announced by the Government of India and as well as Clause 32 of the Listing Agreement executed with Stock Exchanges and applicable provisions of the Companies Act, 2013, electronic copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode. The Company hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).
16. Shareholders may visit Company's website: [www.compucom.co.in](http://www.compucom.co.in) and contact us at e-mail: [investor@compucom.co.in](mailto:investor@compucom.co.in). **The Annual Report and the notice of AGM is available at the website of the Company.**
17. The Register of Directors' shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the registered office of the Company.
19. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.

20. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Thursday, 17<sup>th</sup> September, 2015 (cutoff date).
21. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the Meeting in a fair and transparent manner.
22. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared on Saturday, 26<sup>th</sup> September, 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.compucom.co.in](http://www.compucom.co.in) and on the website of CDSL within three (3) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges.

**23. Voting through electronic means:-**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote electronically, through e-voting services provided by CDSL, on all the resolutions set forth in the Notice. instructions for e-voting are given here in below. Resolutions passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. the Company is pleased to provide members facility to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for members for voting electronically are as under:-**

**(I) In case of members receiving e-mail:**

- i. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on "Shareholders" tab to cast your votes.
- iv. Now, select the Electronic Voting Sequence Number ("EVSN") along with "Compucom Software LIMITED" from the drop down menu and click on "SUBMIT".
- v. Now, enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the captcha code as displayed and click on login.
- vi. Now, fill up the following details in the appropriate boxes:

**For Members holding shares in Demat Form for Members holding shares in Physical Form**

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their first name followed by the last eight digits of their folio number/ member ID. In case the folio number / member ID is less than 8 digits enter the applicable number of 0's before the number and after the first two characters of name. Example if your name is Ramesh Kumar with folio number/ member ID 1 then enters RA0000001 in the PAN filed.

# please enters any one of the details in order to login. In case both the details are not recorded with the depository or Company please enter the member ID/ folio number in the Dividend Bank details filed.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note this new password. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- ix. Click on the relevant Company on which you choose to vote.
- x. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

- xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

- A. Please follow all steps from sl. no. (ii) to sl. no. (xiii) above, to cast vote.
- B. The voting period begins on Monday, September 21, 2015 (9:00 am) and ends on Wednesday, September 23, 2015 (5:00 pm).
- C. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 17, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at meeting.
- E. The Members who have cast their vote by remote e- voting or by Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- F. Members can opt for only one mode of voting, i.e, either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot Form shall be treated as invalid.
- G. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Date: August 12, 2015  
Place: Jaipur  
Registered Office:  
IT 14 -15, EPIP, Sitapura  
Jaipur - 302 022 (Rajasthan)

By order of the Board

**(CS Swati Jain)**  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:-

**Item No. 5:-**

The Board of Directors of the Company appointed Mrs. Trishla Rampuria as an additional Director of the Company with effect from 12<sup>th</sup> August, 2015 pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company. As per the provisions of Section 161 (1) of the Act, she holds the office of Additional Director only upto the date of the forthcoming Annual General Meeting of the Company. The Company received notice under section 160 of the Act from a member proposing her candidature for the office of Director of the Company. Trishla Rampuria is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director and is liable to retire by rotation. Brief resume of Trishla Rampuria, and her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as forming part of the Notice. Copy of the draft letter for appointment of Trishla Rampuria as an Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered office of the Company.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Trishla Rampuria be appointed as Director of the Company, liable to retire by rotation.

Save and except Mrs. Trishla Rampuria, , Mr. Surendra Kumar Surana, Managing Director, Mr. Ajay Kumar Surana, Director and Mr. Shubh Karan Surana, Director of the Company, being relatives, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**Item No.6:-**

The Board of Directors of the Company, appointed Mr. Ramesh Chand Jain as an Additional Director of the Company with effect from May 29<sup>th</sup>, 2015 pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Ramesh Chand Jain will hold office up to the date of the this Annual General Meeting.

Under the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member along with requisite deposit, proposing the appointment of Mr. Ramesh Chand Jain as a Director of the Company.

Mr. Ramesh Chand Jain 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. Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to



appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Ramesh Chand Jain that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Brief resume of Mr. Ramesh Chand Jain nature of their expertise in specific functional areas and names of companies in which they holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the annexure of Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ramesh Chand Jain be appointed as an Independent Director of the Company from the conclusion of this AGM till the date of next AGM. Copy of the draft letter for appointment of Mr. Ramesh Chand Jain as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company and will be displayed on the website of the Company.

Save and except, Mr. Ramesh Chand Jain being appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

### ANNEXURE TO THE NOTICE OF 21<sup>ST</sup> AGM

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on Thursday, September 24<sup>th</sup>, 2015

Name of Director	Mrs. Trishla Rampuria	Mr. Ramesh Chand Jain	Mr. Shubh Karan Surana
Age	55	69	86
Designation	Non-Independent and Non executive Director	Independent and Non-Executive	Non-Independent and Non- Executive
Expertise in specific functional area	Computer Education and Consultancy	Experience of 30 years in Govt. sector. Worked in State Govt. Administrative Officer and Additional District Magistrate and Advisor of RIICO	Experience in Insurance, Jute and cold storage Business Industries & Marketing
Qualification	Senior Secondary	Master Degree in Chemistry	Commerce Graduate
Directorship in other Companies on 31/03/2015	NIL	1. Skyedge Realtors Pvt. Ltd. 2. Skyedge Build home Pvt. Ltd.	1. Sambhav Infotech Pvt. Ltd 2. Compucom Technologies Pvt. Ltd 3. Compucom (India) Pvt. Ltd. 4. Rishab Infotech Pvt. Ltd. 5. CSL Infomedia Pvt. Ltd.
Member/Chairman of the Committees of the Board of other Companies as on 31 <sup>st</sup> March, 2015	NIL	NIL	NIL
No. of shares held in the Company as on 31 <sup>st</sup> March, 2015	150000	NIL	182350
Relationship between Directors inter-se	Non-Independent	Independent	Promoter

Date: August 12, 2015  
Place: Jaipur  
Registered Office:  
IT 14 -15, EPIP, Sitapura,  
Jaipur - 302 022 (Rajasthan)

By order of the Board

**(CS Swati Jain)**  
Company Secretary

To,  
MCS Share Transfer Agent Limited  
Unit: COMPUCOM SOFTWARE LIMITED  
F-65, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase-1, New Delhi-110020, India

### Updation of Shareholder Information

I/We request you to record the following information against my/our Folio No.:

#### General Information:

Folio No.: \_\_\_\_\_  
Name of the first named Shareholder \_\_\_\_\_  
PAN\*: \_\_\_\_\_  
CIN/Registration No.: \_\_\_\_\_  
(applicable to Corporate Shareholders) \_\_\_\_\_  
Tel No. with STD Code: \_\_\_\_\_  
Mobile No.: \_\_\_\_\_  
Email Id: \_\_\_\_\_

**\*Self-attested copy of the document(s) enclosed**

#### Bank Details:

IFSC (11 digit): \_\_\_\_\_  
MICR (9 digit): \_\_\_\_\_  
Bank A/c Type: \_\_\_\_\_  
Bank A/c No.:\* \_\_\_\_\_  
Name of the Bank : \_\_\_\_\_  
Bank Branch Address: \_\_\_\_\_

**\*A blank cancelled cheque is enclosed to enable verification of Bank details**

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No./beneficiary account.

Place:

Date:

\_\_\_\_\_  
Signature of sole/ First holder

## Board's Report

The Shareholder,  
Compucom Software Limited

Your Directors have immense pleasure in presenting their 21<sup>st</sup> Annual Report on the business and operations of the Company together with Audited Financial Accounts for the year ended on March 31, 2015.

### Financial Results:

The highlights of the financial results for the financial year 2014-2015 are as follows:

(Rs. in Lacs)

Particulars	31.03.2015	31.03.2014
Total Income	5,519.08	7,385.92
Total Expenses	2,576.10	3,968.61
<b>Operating Profit (PBDIT)</b>	<b>2,942.98</b>	<b>3,417.31</b>
Finance Cost	495.41	337.28
Depreciation	1427.55	1,502.28
Profit before Tax	1020.02	1577.75
Exceptional Items	231.26	-
Provision for Income Tax including Deferred Tax	230.15	554.04
<b>Net Profit after Tax</b>	<b>558.60</b>	<b>1023.71</b>
Appropriation		
Dividend	79.13	316.50
Dividend Tax	16.20	53.79
Transfer to General Reserve	-	-
<b>Total Appropriations</b>	<b>95.33</b>	<b>370.29</b>
Earnings per Share: Basic and Diluted (in Rs.)		
Considering Extraordinary Items	0.71	1.29
Without Considering Extraordinary Items	0.71	1.29

### Results of Operations:

Total revenues earned during the year amounted to Rs. 5,519.08Lacs compared to that of Rs. 7,385.92Lacs in the previous financial year. During the year under review, the income from operations was Rs. 5,251.17 Lacs compared to Rs. 7,050.36 Lacs in the previous financial year. This reflects decrease of Rs. 1,799.19 Lacs, which is mainly due to the decrease of income from Learning Solution business segment. The profit before tax has decreased from Rs. 1,577.75 Lacs in the previous financial year to Rs. 1,020.02Lacs in the current financial year.

The Operating Profit during this period is Rs. 2,942.98 Lacs as compared to Rs. 3417.31 Lacs in the previous financial year.

As required by AS- 21, Consolidated Financial Statements are provided in the later section of the Annual Report.

### Business Operations:

#### (1) Software & E-Governance Services:

During the year, the Company focused on the areas where higher margin was available with low risk factors. The revenue generated from this segment during the Financial Year 2014-15 was Rs.456.51 Lacs as against Rs. 596.35 Lacs during the previous financial year. This reflects decrease of 23.45 % i.e. Rs. 139.84 Lacs. Profit earned from this segment amount to Rs. 159.71 Lacs as compared to that of Rs. 247.47 Lacs during the previous Financial Year, which has resulted in decrease of 35.46% i.e. Rs. 87.76 Lacs.

#### (2) Learning Solutions:

During this year revenue from this segment is amounted to Rs. 4,605.43 Lacs against the previous year revenue of Rs. 6251.23 Lacs which shows a decrease in revenue by 26.33% i.e. Rs.1,645.80Lacs.

Learning Solution Segment mainly comprises ICT Phase II, ICT Phase III, ICT Bihar, CALP I, CALP II, Computer Aided Training Programme and other projects. The Company has covered total 4,595 Govt. Schools and over 2 million learners under its educational Umbrella so far. These PPP Projects could not have been a success without the cooperation extended by Employees, Business Associates, Vendors and Government officials. The Company has successfully completed the ICT-I Project & recently the Company has successfully completed another education project ICT Phase-II involving 1550 Govt. Higher Secondary Schools in August 2015. Apart from this the other projects that are running successfully are CALP-I project, worth Rs.10.68 cores for imparting training in 836 Govt. schools of Rajasthan, CALP-II worth Rs.10.41 Crore covers 836 Govt. schools of Rajasthan. Most of these projects are in form of IT Infrastructure development at school levels.

The Company has been awarded one more Project, ICT Project Phase III worth Rs. 158.50 Crore, for 1,373 Govt. Schools of Rajasthan. It has been commissioned in the month of Feb. 2014 and will be a five (5) year project on BOOT model.

The Company has massive plans for capturing the advantage of Indian education expenditure planned through Govt. of India promoted PPP models across India fuelled by *Sarva Shiksha Abhiyan* (SSA), Rashtriya Madhyamik Shiksha Abhiyan (RMSA) and skill development initiatives. Company is also planning to leverage in-house software development and satellite based technology skills for expansion in school and coaching Business.

### (3) Wind Power Generation:

The Company had set up two wind power generation plants of 1.20 MW each at Jaisalmer (Rajasthan), two at Sikar (Rajasthan) of 1.20 MW each & One Plant at Krishna (Andhra Pradesh) of 0.8 MW. Total wind power generation capacity is 3.2 MW. The operation and maintenance of all these wind power project has been out-sourced to M/s Wind World India (previously known as Enercon India Limited). During the year revenue generated from this segment amounted to Rs. 189.23 Lacs as compared to Rs. 202.78 Lacs during the previous year ended on March 31, 2014. Which shows a decrease in the revenue by 6.68% i.e. Rs. 13.55 Lacs due to lower generation of units. Profit earned from this segment amount to Rs. 61.99 Lacs as compared to that of Rs. 94.00 Lacs during the previous Financial Year, which has resulted an decrease of 34.05% i.e. Rs. 32.01 Lacs.

### (4) Treasury Activities:

The revenue generated from this segment during the Financial Year 2014-15 was Rs. 267.91 Lacs as against Rs. 335.56 Lacs during the last financial year. During the year, the revenue generated from treasury operations has decreased by 20.16% i.e. Rs. 67.65 Lacs. During the year most of the funds were invested in FDRs, where returns are lower but safe in comparison to equity-oriented funds.

The following chart depicts revenue generated from operation for the year ended March 31, 2015:-



### Details of Subsidiary and associates Companies

The Company has two subsidiary Companies and one associate Company:

Pursuant to provisions of Section 129(3) of the Companies Act, 2013 a statement containing salient features of the financial statement of the Company's subsidiaries and associate in Form AOC-1 is provided in the later section of the Annual Report of the Company.

Pursuant to the provisions of Section 136 of the Companies Act, 2013 the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are also available on the website of the Company.

During the year, operations of following two subsidiaries were reviewed.

- (A) **ITneer, Inc.** is a wholly owned subsidiary Company of Compucom Software Limited. It has earned total revenue of US\$ 9,57,720 during the financial year 2014-15 as compared to US\$ 9,76,721 in the previous financial year. This reflects a decrease of approx 1.95% i.e. US\$19,001. The Company has declared profit of US\$ 22,547 as compared to the loss of US\$ 14,280 in the previous financial year. The Company is operating out of its own premises in Atlanta, USA. It is headed by Promoter Director Mr. Ajay Kumar Surana. The copy of the audited accounts, together with the independent auditor's report, is provided in a separate section of this Annual Report.
- (B) **CSL Infomedia Pvt. Ltd.** is another subsidiary Company of Compucom Software Limited. It has earned total revenue of Rs. 412.92 Lacs during the financial year 2014-15 as compared to Rs. 477.45 Lacs in the previous financial year which shows a decrease of 13.52% i.e. Rs. 64.53 Lacs. The Company has declared loss of Rs.34.07 Lacs as compared to the loss of Rs. 81.00 Lacs in the previous financial year. The Company is mainly operating in multimedia, Content Development and Education TV Segment. The copy of the audited accounts together with the independent Auditors Report is provided in a separate section of this Annual Report. The company has two TV Channel one "Jan TV", Satellite TV channel and "Jan TV PLUS" (an Infotainment Channel). Currently it is available on various cable networks across India and also available live on [jantvplus.in](http://jantvplus.in).

### Dividend

Keeping the continuous track record of rewarding its shareholders, your Directors are pleased to recommend a dividend @5% i.e. Rs. 0.10/- per Equity share of Rs. 2/- each for the Financial Year 2014-15, subject to approval of the shareholders at the ensuing Annual General Meeting.

Financial Year	Dividend Rate
2000-01	25%
2001-02	10%
2002-03	25%
2003-04	25%
2004-05	25%
2005-06	30%
2006-07	30%
2007-08**	15%
2008-09***	10%
2009-10	10%
2010-11****	15%
2011-12	15%
2012-13	20%
2013-14	20%

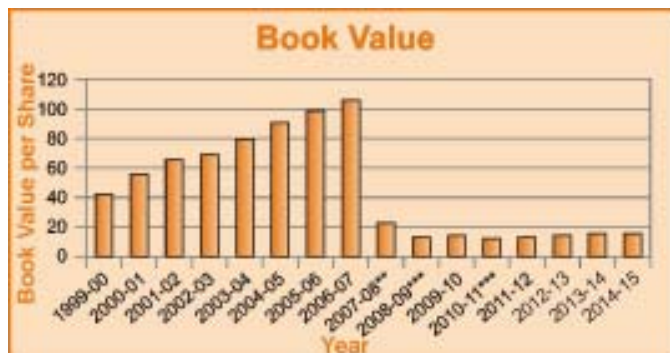
Dividend declared & paid during last 14 (Fourteen) years:



### Book Value per Share:

Details of book value during the last 14 (Fourteen) years are as under:

Financial Year	No of Shares	Face Value per share	Book Value Per share (in Rs.)
2000-01	5,025,000	10	55.74
2001-02	5,025,000	10	65.6
2002-03	5,025,000	10	69
2003-04	5,025,000	10	79.9
2004-05	5,025,000	10	90.79
2005-06	5,025,000	10	98.73
2006-07	5,025,000	10	105.89
2007-08**	25,125,000**	2 (10)	22.79
2008-09***	502,50,000***	2	13.1
2009-10	502,50,000	2	14.47
2010-11****	7,91,25,188****	2	12.26
2011-12	7,91,25,188	2	12.97
2012-13	7,91,25,188	2	13.92
2013-14	79125188	2	14.74
2014-15	79125188	2	14.94



\*\*Equity share of face value of Rs. 10 each subdivided into equity share of Face value of Rs. 2/- each. Record date for the same was October 15, 2007.

\*\*\* The Company issued bonus shares in the ratio of 1:1. Record date for the same was December 26, 2008.

\*\*\*\*The Company issued bonus shares in the ratio of 1:2. Record date for the same was October 20, 2010.

\*\*\*\* Preferential issue of 37.50 Lacs Equity shares allotted on November 4, 2010.

### Directors' Responsibility Statement

Pursuant to Section 134 (5) of the Companies Act, 2013, Directors state therein that:

- In the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanations and disclosures relating to material departures.
- The Directors have selected relevant accounting policies and applied them consistently and have 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 as on March 31, 2015 and of the profit of the Company for the period.
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The annual accounts have been prepared on a going concern basis.
- They have laid down internal financial control to be followed by the Company and such internal financial controls are adequate and operating effectively.
- They have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### Fixed Deposits/Deposits from Public

During the financial year 2014-15, your Company has not accepted any public deposits nor renewed any fixed deposit, falling within the definition of Section 73, 74 of the Companies Act, 2013.

### Listing of Shares

Your Company's shares are listed at Bombay Stock Exchange, National Stock Exchange and Calcutta Stock Exchange Limited and the listing fee for the year 2015-16 has been duly paid.

### Number of Meetings of Board

Four (4) meetings of Board were held during this financial year. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

### Policy on Director's appointment and remuneration

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2015, the Board consists of 6 members, one of whom is executive or whole time director, and three are independent directors.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is as **Annexure I** of the Board's report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

### Appointments:-

Mr. Ramesh Chand Jain was appointed as an Additional Director on the Board of the company w.e.f. 29<sup>th</sup> May, 2015, and subject to the approval of the members at the ensuing Annual General Meeting his appointment is being regularized as Independent Non Executive Director on the terms and conditions as mentioned in the resolution in the Notice.



The Company has received requisite notice in writing from a member proposing his candidature for appointment as an Independent Director. He meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mrs. Trishla Rampuria was appointed as an Additional Director on the Board of the company w.e.f. 12<sup>th</sup> August, 2015, and subject to the approval of the members at the ensuing Annual General Meeting her appointment is being regularized as Non-Independent and Non Executive Director on the terms and conditions as mentioned in the resolution in the Notice.

#### **Vigil Mechanism**

The Company has already established a vigil mechanism policy as per clause 49 of Listing Agreement and also placed on the website of company and the policy is annexed in the Board's report as **Annexure II**.

#### **Sexual Harassment**

During the year under review, there were no cases filed pursuant to the sexual harassment of women at work place (prevention, prohibition and redressal) Act, 2013

#### **Declaration of Independence by Directors**

The Independent Non-Executive Directors of the Company, viz. Mr. Rajendra Prasad Udawat, Dr. Anjila Saxena, Mr. Stephen Carl Viehman and Mr. Ramesh Chand Jain have affirmed that they continue to meet all the requirements specified under sub-section (6) of section 149 of Companies Act, 2013 in respect of their position as an "Independent Director" of Compucom Software Limited.

#### **Board Evaluation**

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluations needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance report section in this Annual Report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

#### **Training of Independent Directors**

Every new Independent Director of the Board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facility and risk management.

The Company has a program to help its directors improve their expertise in governance held by well –known business schools in any part of the world.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director.

#### **Corporate Social Responsibility Committee**

As required under Section 135 of Companies Act, 2013 during the year, the Board of Directors has constituted the Corporate Social Responsibility(CSR) Committee for formulating and recommending to Board, a Corporate Social Responsibility policy (CSR Policy) which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, to recommend the amount of expenditure to be incurred on the activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time.

- The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure III** of this report in the prescribed format of the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Policy is available on the website of the Company.

#### **Internal Financial Control Systems**

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The Audit Committee reviews adherence to internal control systems and internal audit reports.

#### **Risk Management**

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risk and controls. Major risk identified by the businesses and functions are systematically addressed through mitigating action on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

#### **Statutory Auditors and Auditors' Report**

Pursuant to the provisions of the Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s S. Misra & Associates, Chartered Accountants (Firm Registration No. 004972C), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty-Second AGM of the Company to be held in the year 2016 at such remuneration plus service tax as may be mutually agreed between the Board of Directors of the Company and the Auditors."

There are no reservations, qualifications or adverse remarks contained in the auditor's Report attached to the balance sheet as at 31<sup>st</sup> March, 2015. Information referred in the Auditor's Report is self-explanatory and does not call for any further comments.

### Secretarial Audit Report

As per Section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made thereunder, M/s V. M. & Associates, Company Secretaries in Practice, Jaipur, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15.

A Secretarial Audit Report issued by M/s V. M. & Associates, Company Secretaries, in respect of the secretarial audit of the Company for the financial year ended 31st March, 2015, is given in **Annexure IV** to this Report.

The Secretarial Audit report for the financial year ended 31st March, 2015 is self explanatory and does not call for any further comments.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit of the Company for the financial year 2015-16.

### Internal Audit Report

As per Section 138 of Companies Act, 2013 read with Companies (Accounts) Rules, 2014, every Listed Company is required to appoint Internal Auditor to carry out Internal Audit of the Company.

In consonance with the requirements of Section 138 of the Companies Act, 2013 and rules made thereunder, Mr. Prateek Agarwal, Chartered Accountant, Jaipur, was appointed to conduct the internal audit of the Company for the financial year 2014-15.

The Internal Audit Report issued by Mr. Prateek Agarwal, Chartered Accountant, in respect of the internal audit of the Company for the financial year ended 31st March, 2015 is self explanatory and does not call for any further comments.

The Board has appointed Mr. Girish Kumar Gupta, Chartered Accountant, Jaipur as an Internal Auditor of the Company to carry out internal audit of the Company for the financial year 2015-16.

### Corporate Governance Report and Management Discussion and Analysis Report

As per the Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Corporate Governance Report with a certificate from auditors of the Company and Management Discussion and Analysis Report are attached which forms part of this report.

### Conservation of Energy, Research & Development, Technology Absorption, Foreign Exchange and Outgo

Disclosure under Section 134 (3)(m) of Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in the **Annexure V**.

### Particulars of Loan, guarantees and investment

The particulars of loan, guarantees and investments have been disclosed in the financial statements.

### Transactions with related parties

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure VI** in Form AOC-2 and the same forms part of this report.

### Extract of Annual Return

In accordance with Section 134 (3) (a) of the Companies Act, 2013, an extract of annual return is given in **Annexure VII** in the prescribed Form MGT-9, which forms part of this report.

### Particulars of Employees

- (A) None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review.
- (B) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as Annexure-VIII.

### Transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF)

The Company has transferred a sum of Rs. 3,96,445/- (Rupees Three Lakhs Ninety Six Thousand Four Hundred Forty Five only) during the year to the Investor Education and Protection Fund (IEPF) established by the Central Government under Section 125 the Companies Act, 2013. The said amount represents unclaimed dividend pertaining to financial year 2006-07 (Final) and 2007-08 (Interim) which was lying in unpaid dividend account of the Company for a period of seven years.

### Human Resource Management

Your Company draws its strength from a highly engaged and motivated workforce, whose collective passion and commitment has helped the organization scale new heights. Human Resource policies and processes have evolved to stay relevant to the changing demographics, enhance organizational agility and remain compliant with the changing regulatory requirements. The company has created a favorable work-environment that encourages innovation and nurturing of commercial and managerial talents in its operations.

### Trade Relations

The Company maintained healthy, cordial and harmonious Industrial relations at all levels. The Directors wish to place on record their appreciation for the valuable contribution by the employees of the Company.

### Quality Assurance

Sustained commitment to the highest levels of quality, best in class service management and robust information security practices helped the Company attain the following milestone during the year.

The Company is an ISO 9001:2000 organization, certified by Det Norske Veritas (DNV) since 1998. These standards enable us to identify risks at the initial planning stage of the project. The Company firmly believes in the pursuits of excellence to compete in this emerging and growing software market. Our focus has been on providing quality products and services to our customers.

The Company achieved CMMI level-3 certification and continues to implement the certification quality level in its operation.

#### Acknowledgement

The Directors take this opportunity to thank all Investors, associates and business partners, clients, strategic alliance partners, technology partners, vendors, financial institutions/banks, regulatory and government authorities, media and stock exchanges, for their continued support during the year. The Directors place on record their appreciation of the contribution made by all the employees at all levels for their dedicated service and continued excellent work throughout the year.

#### For and on behalf of the Board

(Surendra Kumar Surana)  
Managing Director & CEO  
(DIN:-00340866)

Jaipur,  
August 12, 2015

(Shubh Karan Surana)  
Director  
(DIN:- 00341082)

### Annexures to the Board Report:

#### Annexure I

#### Nomination and remuneration policy:

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for growth of the Company. The nomination and remuneration policy is provided herewith pursuant to section 178(4) of the Companies Act and clause 49 (IV)(B)(4) of the Listing Agreement. The policy is also available on our website.

The Remuneration Committee of Compucom Software Limited ("the Company") was constituted consisting of three Independent Directors. On August, 2014, the Board reconstituted the Committee consisting of 3 Non-Executive Directors of which majority are Independent Directors. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board on May 27, 2014 renamed the Remuneration Committee as "Nomination and Remuneration Committee".

#### 1. OBJECTIVE:

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

#### The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary Report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

#### 2. DEFINITIONS:

(a) **Key Managerial Personnel:** Key Managerial Personnel means—

- Chief Executive Officer or the Managing Director or the Manager;
- Company Secretary,
- Whole-Time Director;
- Chief Financial Officer; and
- Such other Officer as may be prescribed.

(b) **Senior Management:** Senior Management means personnel of the Company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the Executive Directors including all functional heads.

#### 3. ROLE OF COMMITTEE:

#### The role of the Committee inter alia will be the following:

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- To recommend to the Board the appointment and removal of Senior Management
- To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his/her performance.
- To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors Remuneration and incentive.
- To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- Ensure that level and composition of remuneration is reasonable and sufficient, Relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- To devise a policy on Board diversity;
- To develop a succession plan for the Board and to regularly review the plan;

#### 4. MEMBERSHIP:

- The Committee shall consist of a minimum 3 Non-Executive Directors, majority of them being Independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

**5. CHAIRMAN:**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee But shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the Meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**6. FREQUENCY OF MEETINGS:**

- a) The meeting of the Committee shall be held at such regular intervals as may be required.

**7. COMMITTEE MEMBERS' INTERESTS:**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**8. SECRETARY:**

- a) The Company Secretary of the Company shall act as Secretary of the Committee.

**9. VOTING:**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

**10. NOMINATION DUTIES:**

**The duties of the Committee in relation to nomination matters include:**

- Ensuring that there is an appropriate induction & training Programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board.
- Considering any other matters as may be requested by the Board; and

**11. REMUNERATION DUTIES:**

**The duties of the Committee in relation to remuneration matters include:**

- To consider and determine the Remuneration Policy, based on the Performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- To approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- To consider any other matters as may be requested by the Board.
- Professional indemnity and liability insurance for Directors and Senior Management.

**12. MINUTES OF COMMITTEE MEETING:**

- Proceedings of all meetings must be in minutes and signed by the Chairman of the Committee. Minutes of the Committee Meetings will be tabled at the subsequent Board and Committee Meeting.

**For and on behalf of the Board**

**(Surendra Kumar Surana)**  
**Managing Director & CEO**  
**(DIN:-00340866)**

**Jaipur,**  
**August 12, 2015**

**(Dr. Anjila Saxena)**  
**Chairperson of Nomination & Remuneration Committee**  
**(DIN:- 02353483)**

Annexure II

**VIGIL MECHANISM Policy Pursuant to section 177 of Companies Act, 2013. (Whistle Blower Policy)**

Vigil mechanism for the directors and employees of Compucom Software Limited:-

• **OBJECT OF POLICY:-**

A Vigil mechanism (Whistle Blower Policy) provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

• **SCOPE OF THE POLICY:-**

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

• **DEFINITIONS IN POLICY:-**

- **“Alleged wrongful conduct”** shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
- **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company.
- **“Board”** means the Board of Directors of the Company.
- **“Company”** means the Compucom Software Limited and all its offices.
- **“Employee”** means all the present employees and whole time Directors of the Company.
- **“Nodal Officer”** means an officer of the Company nominated by the Managing Director (MD) to receive protected disclosures from whistleblowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.
- **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation/conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- **“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

• **RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:-**

Protected Disclosures should be reported in writing by the complainant as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Hindi. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the whistle blower policy”. If the complaint is not super scribed and closed as mentioned above it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the nodal officer will not issue any acknowledgement to the complainant and the complainants are advised to neither write the name / address of the complainant on the envelope or to enter into any further correspondence with the nodal officer / audit committee. The audit committee assures that in case any further clarification is required he will get in touch with the complainant. Anonymous / Pseudonymous disclosure shall not be entertained by the Nodal Officer. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Nodal Officer/ MD / Chairman of Audit Committee shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure.

All Protected Disclosures should be addressed to the Nodal Officer of the Company. The contact details of the Nodal Officer are as under:-

**Address of Nodal Officer - P. C Jain (DGM Legal)**

Protected Disclosure against the Nodal Officer should be addressed to the Managing Director (MD) of the Company and the Protected Disclosure against the MD of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the MD and the Chairman of the Audit Committee are as under:

**Name and Address of MD: -Mr. Surendra Kumar Surana.**

**Name and Address of Chairman of Audit Committee: - Mr. Rajendra Prasad Udawat.**

On receipt of the protected disclosure the Nodal Officer / MD / Chairman of the Audit Committee shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not before referring the matter to the Audit Committee of Compucom Software Limited for further appropriate investigation and needful action.

The record will include: Brief facts; whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof; whether the same Protected Disclosure was raised previously on the same subject; Details of actions taken by nodal officer/ MD for processing the complaint. Findings of the Audit Committee the recommendations of the Audit Committee other action(s) the Audit Committee if deems fit may call for further information or particulars from the complainant.



• **INVESTIGATION:-**

All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee (AC) may investigate and may at its discretion consider involving any other Officer of the Company including Vigilance and Security Superintendent of the Company for the purpose of investigation. The decision to conduct an investigation taken AC is by itself not an accusation and is to be treated as a neutral fact finding process. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. Subject(s) shall have a duty to co-operate with the AC or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self incrimination protections available under the applicable laws. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s). Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation. Subject(s) have a right to be informed of the outcome of the investigations. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the AC deems fit and as applicable.

• **DECISION AND REPORTING:-**

Audit Committee along with its recommendations will report its findings to the Managing Director through the nodal officer within 20 days of receipt of report for further action as deemed fit. In case prima facie case exists against the subject, then the Managing Director shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the Audit Committee, the Nodal Officer, the complainant and the subject. In case the subject is a nodal officer of the Company, the protected disclosure shall be addressed to the Managing Director who, after examining the protected disclosure shall forward the matter to the audit committee. The audit committee after providing an opportunity to the subject to explain his position and after completion of investigation shall submit a report along with its recommendation to the MD. After considering the report and recommendation as aforesaid, MD shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of the above decision shall be addressed to the Audit Committee, the Nodal Officer the complainant and the subject. In case the Subject is the MD of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure. If the report of investigation is not to the satisfaction of the complainant, the complainant has been right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the nodal officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

• **SECRECY/CONFIDENTIALITY:-**

The complainant, Nodal officer, Members of Audit Committee, the Subject and everybody involved in the process shall maintain confidentiality of all matters under this Policy Discuss only to the extent or with those persons as required under this policy for completing the process of investigations. Not keep the papers unattended anywhere at any time Keep the electronic mails / files under password.

• **PROTECTION:-**

No unfair treatment will be meted out to a whistle blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as apolicy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure etc. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identities of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the audit committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the audit committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the CDA Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

• **ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:-**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

• **COMMUNICATION:-**

A whistle blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

• **RETENTION OF DOCUMENTS:-**

All Protected disclosures documented along with the results of Investigation relating thereto, shall be retained by the Nodal Officer for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

• **ADMINISTRATION AND REVIEW OF THE POLICY:-**

The Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Managing Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

• **ANNUAL AFFIRMATION:-**

The Company shall annually affirm that it has provided protection to the complainant from unfair adverse personal action. The affirmation shall also form part of Corporate Governance report which is attached to the Annual report of the Company.

For and on behalf of the Board

**(Surendra Kumar Surana)**

Managing Director & CEO  
(DIN:-00340866)

Jaipur,  
August 12, 2015

**(Shubh Karan Surana)**

Director  
(DIN:- 00341082)

**Annexure III**

**Annual Report on CSR activities**

(Pursuant to section 135 of the Companies Act, 2013)

Corporate Social Responsibility (CSR, also called corporate conscience, corporate citizenship or sustainable responsible business) is a form of corporate self-regulation integrated into a business model. CSR policy functions as a self-regulatory mechanism whereby a business monitors and ensures its active compliance with the spirit of the law, ethical standards and international norms. With some models, a firm's implementation of CSR goes beyond compliance and engages in "actions that appear to further some social good, beyond the interests of the firm and that which is required by law." CSR aims to embrace responsibility for corporate actions and to encourage a positive impact on the environment and stakeholders including consumers, employees, investors, communities, and others.

Over the years, we have been focusing on sustainable business practices encompassing economic, environmental and social imperatives that not only cover our business, but also that of the communities around us. Our Corporate Social Responsibility (CSR), thus, is not limited to philanthropy, but also includes large initiative that lead to social development, institution building, Conservation of natural resources using technology and other innovative means, and the reduction of our carbon footprint.

**Definition:**

Business dictionary defines CSR as "A company's sense of responsibility towards the community and environment (both ecological and social) in which it operates.

Our Company contributes towards society in following manner-

- (1) Awareness in Environment
- (2) Contributing educational and social programs
- (3) Eradicating extreme hunger & poverty.
- (4) Empowerment of Women.

A broader definition expands from a focus on stakeholders to include philanthropy and volunteering.

**CSR Approaches:**

At Compucom Software Limited, CSR has effectively evolved from being engaged in passive philanthropy to corporate community investments, which takes the form of a social partnership initiative creating value for stakeholders. The Company's CSR activities build an important bridge between business operations and social commitment evolving into an integral part of business functions, goals and strategy. These activities focus on the following domains: sustainability reporting, water, providing education, eradicating extreme hunger and poverty and various types of community development. Your Company believes that Corporate Social Responsibility is not just a one-time event or contribution, but a way of life. Each day across all our centers, we fulfill our social responsibility towards our future generation by giving them proper education all across the country.

In addition to this, we contribute towards society in the following manner:-

**Constituted CSR Committee:**

Aligning with the guidelines of Companies Act, 2013, we have constituted a committee, Corporate Social Responsibility Committee for formulating and monitoring the CSR Policy of the Company. Our CSR committee comprises:

- Mrs. Anjila Saxena as Chairman
- Mr. Subh Karan Surana as member
- Mr. Surendra Kumar Surana as member
- Ms. Swati Jain as Company Secretary

**Our Objectives**

As outlined in our CSR policy, our Board objectives are :

- To strive for economic development that positively impacts society with minimal resource footprint.
- To be responsible for the corporation's actions and encourage a positive impact through activities on the environment, communities and our stakeholders.

**Focus Areas**

• **Awareness in Environment:**

Promote volunteer reduction in consumption of paper through programs like double side printing, reduced scale printing and reusing one sided paper. Same types of innovative efforts are done in reducing usage of water and electricity. Plantation using the waste water is one

of the key highlights. Strategic deployment of lighting and that too with less power consumption shows the company commitments in energy saving. The Company has established RO water purifiers to provide safe drinking water.

ISO audit check for the quality of services rendered. Your Company is contributing towards power generation through wind mills around the country to promote an eco-friendly measure to generate power.

- **Eradicating extreme hunger and poverty:**

Your Company has contributed to "HARE KRISHNA MOVEMENT AKSHAY PATRA" who helps in support to Mid-day meal program for under-privileged children studying in Government schools and also it helps in support to economic meal program for poor people.

- **Promotion the Education:**

During the year Company Contributes to welfare funds i.e. "CHIEF MINISTER RELIEF FUND, and others which is dedicated for the Education of students. In other CSR activities Company took interest in educational causes, sports events, computer training at orphanages, organizing blood donation camps, donation to blind hospitals and providing scholarship to needy students. As a commitment towards the Young generation, Company offers opportunity to college students to work as apprentice at no or nominal fees. This ensures higher employability of these trainees. These efforts have been appreciated by the student's community. Company is planning to take this concept to other geographies and will like to serve as vehicle of national development. With our commitment towards the social and development initiatives, we are hopeful that we will be able to lend a higher sustainability to our Corporate Social Responsibility agenda and help 'make a difference'. Recently company has contributed to Compucom foundation and Bagaria Education Trust which is dedicated for the Education of the Students.

- **Empowerment of Women :**

Women contribute to the talent pool of the Company. We usually hire women talent. Our HR policies are not only aimed at hiring good employees, but also enabling them with skills which can take them to the next level of management. Also, our teacher training program continues to help thousands of women fulfill their dreams of becoming qualified teachers.

- **Helping underprivileged children :**

During the year company Contributes to welfare funds i.e. "Helpage India"

#### Financial Details

Section 135 of the Companies Act, 2013 and rules made thereunder prescribed that every company having a net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more or a net profit of Rs 5 crore or more during the financial year shall ensure that the company spends, in every financial year, at least 2% of the average net profit made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The provisions pertaining to corporate social responsibility as prescribed under the Companies Act, 2013 are applicable to Compucom Software Limited. The financial details as sought by the Companies Act, 2013 are as follows:-

Particulars	Amount
Average Net profit of the company for last three years	100061973
Prescribed CSR expenditure (2% of the average net profit)	2001239
Details of CSR expenditure:-	
Amount spent	2245532
Amount unspent	Nil

The manner of the Amount spent during the financial year is detailed as follows:

CSR Project/Activity/ Beneficiary	Sector	Amount outlay
Compucom Foundation	Education	100000
Helpage India	Children Welfare	30000
Scholarship	Higher Education	20000
Hare Krishna Movement	Malnutrition and Hunger eradication	125000
Bagaria Education Trust	Education	500000
Sashi Kala Kothari (Scholarship)	Higher Education	18000
Mobile bus Expenses	Computer Education	1452532
Total		2245532

For and on behalf of the Board

**(Surendra Kumar Surana)**  
**Managing Director & CEO**  
**(DIN:-00340866)**

Jaipur,  
 August 12, 2015

**(Dr. Anjila Saxena)**  
**Chairperson of Corporate Social Responsible Committee**  
**(DIN:- 02353483)**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of  
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Compucom Software Ltd.,  
CIN: L72200RJ1995PLC009798  
IT-14-15, EPIP, SITAPURA  
JAIPUR- 302022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Compucom Software Ltd.** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not Applicable)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not Applicable)

We have also examined compliance with the applicable clauses of The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above subject to the observations as provided in annexure to this report.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, *agenda and detailed notes on agenda were not sent at least seven days in advance*, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has duly passed the resolution under section 180 of the Companies Act, 2013, read with its applicable rules, as amended.

Place: Jaipur  
Date: 29.05.2015

For **V.M. & Associates**  
Company Secretaries

**CS Manoj Maheshwari**  
FCS No.: 3355  
C P No.: 1971

Annexure V

**Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo**

[Particulars to Clause (m) of Sub-section (3) of Section 134 of Companies Act, 2013, and Rules 8(3) of the Companies (Accounts) Rules, 2014]

**CONSERVATION OF ENERGY**

The nature of the Company's operation is not energy intensive and entails low level of energy consumption. However, significant measures are being taken for the conservation of energy and the management is constantly evaluating new technologies and investing in the infrastructure to make more energy efficient. Significant measures have been taken to reduce energy consumption by using energy-efficient equipment's include:

- Incorporating new technologies in the air-conditioning systems in upcoming facilities to optimize power conservation.
- Identification and replacement of low-efficient machinery (AC) in a phased manner.
- Identification and replacement of outdated and low efficient UPS systems in a phased manner.
- Conducting continuous energy-conservation awareness and training sessions for operational personnel.
- The Company has installed 100KWA Solar PV roof top plant for captive use.

**(i) Research & Development (R&D)**

- (a) Our efforts in R&D have helped us offer new services to clients in the areas of software Engineering, convergence, Knowledge-driven information system, Security and Privacy, and Distributed Computing. Education and Software development being the main focus of the Company. Compucom lays emphasis on the research and development activities and is continuously improving its business by research and development. The Company has laid out training programs to improve and upgrade skills of its employees to keep pace with the changing market scenario. The Company is undertaking software assignments, which involves lot of research work, during various phases of software development life cycle. Continual infusion of new technology need research activities during its absorption and usage. The Company takes every measure to adopt newer methodologies in software development business.
- (b) Specific areas in which R & D carried out by the Company  
Software products development, inter-operability of multiple operating systems, telecom, CRM, VOIP, E-Governance are the areas in which Company performs research and development activities.
- (c) Benefits derived as a result of R & D  
Our research labs are well equipped and are instrumental in providing expertise in the areas of software performance solutions, testing, prototype developments and providing end to end solutions to the clients to suit their requirement. Research and development activities have helped in providing new and better solutions to the customers. R&D activities help in enhancing technical skills, which are critical for providing the end-to-end solutions to the clients.
- (d) Future plan of action  
Your Company lays emphasis on continuous research and development activities. Future benefits are expected to flow in from initiatives undertaken during the year. The Company continues to focus its efforts on innovations in software development processes and other IT related projects.
- (e) Expenditure on R & D:  
The Company's R&D activity is part of its normal software development activities and is a continuous process. Company is not having the separate R & D department so it will not be prudent to assign capital and recurring expenses specifically to the research and development activities.

**(ii) Technology absorption, adaptation and innovation:**

The Company realizes that in order to stay competitive and avoid obsolescence, it would have to invest in technology across multiple product line and services offered by it. In order to maintain its position of leadership, your Company has continuously and successfully developed state-of-the-art methods for absorbing, adapting and effectively deploying new technologies. Hence, the Company is making every effort to develop methods for adopting and effectively deploying new technologies.

- (a) Efforts made towards technology absorption, adaptation and innovation:  
Company lays greater emphasis on technology absorption and innovations as the Company is engaged in the business marked with rapid technology changes and obsolescence. Company strives to keep pace with the rapid changes and adopt new technologies periodically to be in line with competitive market conditions.
- (b) Benefits derived as a result of the above efforts:  
The adoption of the latest technology and innovative ideas has enabled your Company to have an edge on others due to higher productivity, better services, and increased consumer confidence. It also has enabled the Company to come out with innovative ideas so as to explore new areas of generating the revenue.

**(iii) Foreign Exchange Earnings and Outgo:**

- (a) Activities relating to exports, initiative taken to increase exports, development of new export market for product and services and export plans:

The Company is in the business of software exports. All the efforts of the Company are geared to increase the business of software exports of different products and services in various export oriented markets.

During the financial year 2014-15, the revenue derived from export activities was Rs. 326.16 Lacs. The Company focuses on export projects, which attract higher margins at lower risks. The Company has established marketing arrangement in the foreign countries vide its subsidiary and other marketing agreements.



**(b) Total Foreign Exchange Earnings:**

The details of foreign exchange earnings and outgo are given in the notes on accounts.

FOB value exports: Rs. 3,26,15,751 /- (Previous year Rs. 3,54,12,646/-)

CIF value of imports: NIL (Previous year: NIL)

There were no expenses incurred in foreign currency on manpower, administrative and marketing expenses in the financial year 2014-15.

**For and on behalf of the Board**

**(Surendra Kumar Surana)**  
**Managing Director & CEO**  
**(DIN:-00340866)**

Jaipur,  
 August 12, 2015

**(Shubh Karan Surana)**  
**Director**  
**(DIN:- 00341082)**

**Annexure VI**
**Particulars of contract / arrangements made with related parties**

[Particulars to Clause (h) of Sub-section (3) of Section 134 of Companies Act, 2013,  
 and Rules 8(2) of the Companies (Accounts) Rules, 2014-AOC-2]

**Form No. AOC-2**

This Form pertains to the disclosure of particulars of contract / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

- Details of contracts or arrangements or transactions not on an arm's length basis:** Compucom Software Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15.
- Details of material contracts or arrangement or transactions on an arm's length basis:** The details of material contracts or arrangements or transactions at arm's length basis during financial year 2014-15 are as follows:

S.No.	Name of related party	Nature of relationship	Duration of contract	Salient terms	Amount (In lakhs)
1.	<b>Service Rendered:</b>				
	ITneer Inc.	Subsidiary	Not applicable	Based on transfer pricing guidelines	324.37
					324.37
2	<b>Service Rendered:</b>				
	CSL Infomedia Pvt. Ltd.	Subsidiary	Not applicable	Based on transfer pricing guidelines	176.64
	Mr. Ajay Kumar Surana	KMP & their Relatives	1 <sup>st</sup> April, 2011-ongoing	Based on transfer pricing guidelines	0.09
	Mr. Shubh Karan Surana	KMP & their Relatives	1 <sup>st</sup> April, 2011-ongoing	Based on transfer pricing guidelines	0.3
	Mrs. Trishla Rampuria	KMP & their Relatives	1 <sup>st</sup> April, 2011-ongoing	Based on transfer pricing guidelines	0.6
	Compucom(India) Pvt. Ltd.	Enterprises over which the key management personnel exercise significant influence	1 <sup>st</sup> April, 2014-ongoing	Based on transfer pricing guidelines	0.29
					177.92
3	<b>Dividend Paid:</b>				
	Mr. Surendra Kumar Surana,	KMP & their Relatives	Not applicable	Not applicable	7.08
	Mr. Ajay Kumar Surana	KMP & their Relatives	Not applicable	Not applicable	1.9
	Mr. Shubh Karan Surana	KMP & their Relatives	Not applicable	Not applicable	3.33
	Mr. Sanjeev Nigam/ Vishnu Bargaroti	KMP & their Relatives	Not applicable	Not applicable	0.01
	Rishabh Infotech Pvt. Ltd	Enterprises over which the key management personnel exercise significant influence	Not applicable	Not applicable	73.87
	Sambhav Infotech Pvt. Ltd.	Enterprises over which the key management personnel exercise significant influence	Not applicable	Not applicable	79.59

S.No.	Name of related party	Nature of relationship	Duration of contract	Salient terms	Amount (In lakhs)
	Compucom Technologies Pvt. Ltd.	Enterprises over which the key management personnel exercise significant influence	Not applicable	Not applicable	24.7
	Compucom Foundation	Enterprises over which the key management personnel exercise significant influence	Not applicable	Not applicable	64.25
	Compucom(India) Pvt. Ltd	Enterprises over which the key management personnel exercise significant influence	Not applicable	Not applicable	0.03
	CSL Employees Welfare Trust	Enterprises over which the key management personnel exercise significant influence	Not applicable	Not applicable	11.27
					266.03
4	<b>Rent Incurred:</b>				
	Shubh Karan Surana	KMP & their Relatives	1 <sup>st</sup> April, 2014-ongoing	Based on transfer pricing guidelines	0.78
	Mrs. Trishla Rampuria	KMP & their Relatives	1 <sup>st</sup> April, 2014 ongoing	Based on transfer pricing guidelines	4.2
	Compucom Technologies Pvt. Ltd.	Enterprises over which the key management personnel exercise significant influence	1 <sup>st</sup> April, 2014 ongoing	Based on transfer pricing guidelines	1.8
					6.78
5	<b>Rent Earned:</b>				
	CSL Infomedia Pvt. Ltd.	Subsidiary	1 <sup>st</sup> April, 2014-ongoing	Based on Transfer pricing Guidelines	1.98
	Mr. Surendra Kumar Surana,	KMP & their Relatives	1 <sup>st</sup> April, 2014-ongoing	Based on Transfer pricing Guidelines	3.14
	Rishabh Infotech Pvt. Ltd	Enterprises over which the key management personnel exercise significant influence	1 <sup>st</sup> April, 2014-ongoing	Based on Transfer pricing Guidelines	0.39
	Sambhav Infotech Pvt. Ltd.	Enterprises over which the key management personnel exercise significant influence	1 <sup>st</sup> April, 2014-ongoing	Based on Transfer pricing Guidelines	0.39
					0.39
6	<b>Remuneration:</b>				<b>6.29</b>
	Mr.Surendra Kumar Surana,	KMP & their Relatives	1 <sup>st</sup> April, 2014-ongoing	Based on Agreement	17.31
	Mr. Vishnu Bargoti	KMP & their Relatives	1 <sup>st</sup> April, 2014-ongoing	Based on Terms& Conditions	4.6
	Ms. Swati Jain	KMP & their Relatives	1 <sup>st</sup> April, 2014-ongoing	Based on Terms& Conditions	2.2
					24.11

For and on behalf of the Board

**(Surendra Kumar Surana)**  
Managing Director & CEO  
(DIN:-00340866)

Jaipur,  
August 12, 2015

**(Shubh Karan Surana)**  
Director  
(DIN:- 00341082)

**Annexure VII**
**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**
**As on financial year ended on 31.03.2015**
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.**

<b>I</b>	<b>REGISTRATION &amp; OTHER DETAILS:</b>	
i	CIN	L72200RJ1995PLC009798
ii	Registration Date	31.03.1995
iii	Name of the Company	Compucom Software limited
iv	Category/Sub-category of the Company	Company Limited by Shares /Indian Non-Government Company
v	Address of the Registered office & contact details	IT 14-15,EPIP, Sitapura,Jaipur(Rajasthan)- 302022,India Ph:+91-141-5115908, Fax no- +91-141-5115905
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Ltd., Unit: Compucom Software Limited F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Learning Solutions	55100	84%

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

Sl. No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%OF SHARES HELD	APPLICABLE SECTION
1	CSL Infomedia Private Limited	U72200RJ2007PTC024240	Subsidiary	65	2(87)
2	Itneer, Inc. USA	Not Applicable	Subsidiary	100	2(87)
3	Tekmark CSL Inter Solutions LLC*	Non Applicable	Associate	0	2(6)

Note:- \*Compucom Software Limited has significant influence in Temark CSL Inter Solutions LLC through 100% wholly on subsidiary ITneer, Inc.

**IV (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	3056850	21300	3078150	3.89	3028150	0	3028150	3.83	0.063
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	54184395		54184395	68.48	54564952	0	54564952	68.96	0.48
d) Bank/FI	0	0	0	0	0	0	0		0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>57241245</b>	<b>21300</b>	<b>57262545</b>	<b>72.37</b>	<b>57593102</b>	<b>0</b>	<b>57593102</b>	<b>72.79</b>	<b>0.42</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals									
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Qualified foreign Investor	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Banks/FI									
e) Any other...	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	0	0	0	0	0	0	0	0	0
<b>Total Shareholding of Promoter</b>									
<b>(A)= (A)(1)+(A)(2)</b>	57241245	21300	57262545	72.37	57593102	0	57593102	72.79	0.42
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	4000	10500	14500	0.02	0	10500	10500	0.01	0.01
c) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	4000	10500	14500	0.02		10500	10500	0.01	0.01
<b>(2) Non Institutions</b>									
a) Bodies corporates	2015823	27815	2043638	2.58	2214929	21515	2236444	2.83	0.24
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	12344401	706990	13051391	16.49	11488225	698490	12186715	15.4	1.09
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	2432618	0	2432618	3.07	2764483		2764483	3.49	0.42
c) Others (specify)									
i) Trust & Foundations	2818579	0	2818579	3.56	2813679		2813679	3.56	0
ii) Non Resident Individual	394167	372750	766917	0.96	412515	372750	785265	0.99	0.03
iii) Foreign Companies	0	735000	735000	0.93		735000	735000	0.93	0
<b>SUB TOTAL (B)(2):</b>	20005588	1842555	21848143	27.61	19693831	1827755	21521586	27.2	0.41
<b>Total Public Shareholding</b>									
<b>(B)= (B)(1)+(B)(2)</b>	20009588	1853055	21862643	27.63	19693831	1838255	21532086	27.21	0.83
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0		0	0	0
<b>Grand Total (A+B+C)</b>	77250833	1874355	79125188	100	77286933	1838255	79125188	100	1.63

**(ii) SHARE HOLDING OF PROMOTERS**

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Sambhav Infotech Private Limited	19897444	25.15	0	19897444	25.15	0	0
2	Rishab Infotech Private Limited	18468650	23.34	0	18468650	23.34	0	0
3	Compucom Technologies Pvt limited	15818301	19.99	0	16198858	20.47	0	0.48
4	Surendra Kumar Surana	1770300	2.24	0	2070300	2.62	0	0.38
5	Ajay Kumar Surana	475500	0.6	0	775500	0.98	0	0.38
6	Shubkaran Surana	832350	1.05	0	182350	0.23	0	-0.82
	Total	57262545	72.37	0	57593102	72.79	0	0.42

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**

SI. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Compucom Technologies Pvt. Ltd.				
	At the beginning of the year	15818301	19.99		
	Acquisition from 1st April 2014 to 30th June 2014	243515	0.3	16061816	20.29
	Acquisition from 1st July 2014 to 30th September 2014	0	0	16061816	20.29
	Acquisition from 1st October 2014 to 31st December 2014	0	0	16061816	20.29
	Acquisition from 1st January 2015 to 31st March 2015	137042	0.18	16198858	20.47
	At the end of the Year			16198858	20.47
2	Surendra Kumar Surana				
	At the beginning of the year	1770300	2.24		
	Acquisition (Gift) on 13th December 2014	300000	0.38	2070300	2.62
	At the end of the year			2070300	2.62
3	Ajay Kumar Surana				
	At the beginning of the year	475500	0.6		
	Acquisition (Gift) on 13th December 2014	300000	0.38	775500	0.98
	At the end of the year			775500	0.98
4	Shubh Karan Surana				
	At the beginning of the year	832350	1.05		
	Sale (Gift) on 13th December 2014	-650000	0.82	182350	0.23
	At the end of the year			182350	0.23

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

SI. No.	For Each of the Top 10 Shareholders	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Purushottam Madanlal Bagaria Sandeep Purushottam Bagaria	350000	0.44	350000	0.44
2	Nemi Chand	183000	0.23	183000	0.23
3	Usha Sunil Bagaria Sunil Purushottam Bagaria	142500	0.18	142500	0.18
4	Santosh Sandeep Bagaria Sandeep Purushottam Bagaria	142500	0.18	142500	0.18
5	Sharad Dalpatri Trivedi	140185	0.18	90185	0.11
6	Sanjay Narula	138750	0.18	138750	0.18
7	Dushyant Natwarlal Dalal Puloma Dushyant Dalal	116250	0.15	116250	0.15
8	Mita Dipak Shah Sharad Kanayalal Shah	110000	0.14	110000	0.14
9	Trishla Rampuria	100000	0.13	100000	0.13
10	Tam Tam Pedda Guruva Reddy#	87750	0.11	87750	0.11
11	Vinay R Somani*	73686	0.09	91776	0.12



Note: The shares of the Company are traded on a daily basis and hence the date wise increase/decrease in shareholding is not indicated.

Note : # Ceased to be in the list of Top 10 Shareholders as on 31st march 2015 . The same is reflected above since the shareholder was one of the Top 10 Shareholder as on 1st April 2014.

Note: \* Not in the List of Top 10 Shareholders as on 1st April 2014. The same has been reflected above since the shareholder was one of the Top 10 shareholder as on 31st March 2015.

**(v) Shareholding of Directors & KMP**

Sl. No.	For Each of the Directors & KMP	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Surendra Kumar Surana				
	At the beginning of the year	1770300	2.24		
	Acquition(Gift) on 13th December 2014	300000	0.38	2070300	2.62
	At the end of the year			2070300	2.62
2	Ajay Kumar surana				
	At the beginning of the year	475500	0.6		
	Acquition(Gift) on 13th December 2014	300000	0.38	775500	0.98
	At the end of the year			775500	0.98
3	Shubh Karan Surana				
	At the beginning of the year	832350	1.05		
	Sale (Gift) on 13th December 2014	-650000	-0.82	182350	0.23
	At the end of the year			182350	0.23
4	Stephen Carl Viehman				
	At the beginning of the year	210000	0.27		
	At the end of the year			210000	0.27
5	Vishnu Bargouti (CFO)				
	At the beginning of the year	3080	0.0039		
	At the end of the year			3080	0.0039
6	Swati Jain (CS)				
	At the beginning of the year	1000	0.0013		
	At the end of the year			1000	0.0013

**V INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	297828617			297828617
ii) Interest due but not paid				
iii) Interest accrued but not due	3605558			3605558
<b>Total (i+ii+iii)</b>	301434175			301434175
<b>Change in Indebtedness during the financial year</b>				
Additions	33112713			33112713
Reduction	95776301			95776301
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	235165029			235165029
ii) Interest due but not paid				
iii) Interest accrued but not due	2930390			2930390
<b>Total (i+ii+iii)</b>	238095419			238095419

# VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	<b>Gross salary</b>	Surendra Kumar Surana	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1524000	1524000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock option		
3	Sweat Equity		
4	Commission		
	as % of profit		
	others (specify)		
5	Others, please specify		
	<b>Total (A)</b>		1524000
	<b>Ceiling as per the Act</b>		

## B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors	G. L. Choudhary	Rajendra Prasad Udawat	Ramesh Chand Jain	Anjila Saxena	
	(a) Fee for attending board committee meetings	12000	24000	24000	6000	66000
	(b) Commission					
	(c ) Others, please specify					
	<b>Total (1)</b>	12000	24000	24000	6000	66000
2	Other Non Executive Directors	Shubh Karan Surana	Ajay Kumar Surana	Stephen Carl Viehman		
	(a) Fee for attending board committee meetings	30000	9000	12000		51000
	(b) Commission					
	(c ) Others, please specify.					
	<b>Total (2)</b>	30000	9000	12000		51000
	<b>Total (B)=(1+2)</b>	42000	33000	36000	6000	117000
	<b>Total Managerial Remuneration</b>	42000	33000	36000	6000	117000
	<b>Overall Cieling as per the Act.</b>					

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel (Amount in Rs.)			Total
1	<b>Gross Salary</b>	<b>Company Secretary</b>	<b>CFO</b>		
		Swati Jain	Vishnu Bargoti	Sanjeev Nigam	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	219085	466237	11065	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others, specify				
5	Others, please specify				
	<b>Total</b>	219085	466237	11065	

## VII. PENALTIES /PUNISHMENT /COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2015.

Annexure VIII

**Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2014-15:**

Name of Director's and KMP	Remuneration and Sitting Fees	% increase in remuneration in the financial year	Ratio of remuneration to median remuneration of employees
Mr. Surendra Kumar Surana, Managing Director & CEO	15,24,000	56.79	12.24
Mr. Shubh Karan Surana	30,000#	N.A.	N.A.
Mr. Ajay Kumar Surana	9,000#	N.A.	N.A.
Mr. Stephen Carl Viehman	12,000#	N.A.	N.A.
Mr. Rajendra Prasad Udawat	24,000#	N.A.	N.A.
Mr. G. L. Chaudhary*	12,000#	N.A.	N.A.
Mr. Ramesh Chand Jain**	24,000#	N.A.	N.A.
Dr. Anjila Saxena***	6,000#	N.A.	N.A.
Mrs. Swati Jain	2,19,000	3.33	1.76
Mr. Vishnu Bargoti****	4,66,000	16.79	3.74
Mr. Sanjeev Nigam*****	11000	-	0.09

\*Retired as the Director of Company w.e.f. August 1, 2014.

\*\* Retired as the Director of Company w.e.f. March 31, 2015.

\*\*\*Appointed as an Additional Director w.e.f August 1<sup>st</sup>, 2014 and regularized as Director in the Annual General Meeting held on August 27, 2014.

\*\*\*\*Resigned as the CFO of the Company w.e.f. March 25, 2015

\*\*\*\*\*Appointed as the CFO of the Company w.e.f. March 25, 2015

# Director Sitting Fees

- ii) **The percentage increase in the median remuneration of employees in the financial year:** 5.08%
- iii) **The number of permanent employees on the rolls of Company:** 597 as on March 31, 2015.
- iv) **The explanation on the relationship between average increase in remuneration and Company performance**  
The average increase in remuneration is associated with and driven by achievement of annual corporate goals and overall business, financial and operational performance of the Company.
- v) **Comparison of the remuneration of the key managerial personnel against the performance of the Company:**  
The total remuneration of key managerial personnel's increased by 40.24% in 2014-15 whereas the profit after tax decreased by 45.43 % in 2014-15.
- vi) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
- Average increase in remuneration of employees exceeding KMPs: 40.24%.
  - KMP salary increases are decided based on the Company's performance, individual performance, Inflation, prevailing industry trends and benchmarks.
- vii) **The key parameters for any variable component of remuneration availed by the Directors:**  
Directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- viii) **The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:** None.
- ix) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**  
The Company affirms remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board

(Surendra Kumar Surana)

Managing Director & CEO

(DIN:-00340866)

Jaipur,

August 12, 2015

(Shubh Karan Surana)

Director

(DIN:- 00341082)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### OVERVIEW

The management of the Company accepts responsibility for integrity and objectivity of these Financial Statements as well as various estimates and judgments.

**A. Business Environment and outlook-** The Company operates in areas like E-Governance projects, ICT Education projects, software design & development, Electronic Media, IT & Media Training and Learning Solutions, Wind power generation etc. Compucom range of services includes 24X7 customer service centers. Customers are looking for service-providers who can offer them services, which are cost-effective, possess domain expertise and can handle greater complexity and program management responsibility and capabilities on technology that can result in productive gains. The Company targets new customer segments and market verticals.

### B. Opportunities and Threats:

#### (1) Opportunities:

- (i) **ICT in Govt. Schools:** India is one of the world's largest education markets, with 445mn of the 1.3bn population comprising the target group (5-20 ages) of the education sector. The 'ICT in schools' scheme is a window of opportunity to bridge the digital device gap in India. The scheme is a comprehensive initiative to open new vistas of learning and provide a level playing field to school students of rural areas. Compucom is a passport for fulfilling career in computer literacy, providing students with hands-on courses to stay abreast with the requirements of the I.T. world and moreover Compucom is one of the prominent players for *ICT@ School* and "*SarvaShikshaAbhiyan*", which are projects of Government of India. Compucom undertakes large projects that are similar in nature with a turnkey project, from setting-up of computer labs to imparting computer education and other Computer Aided Learning Programmes for Government schools. These projects also involve supply of computer hardware, software and connected accessories as well as imparting of education services for a specified time (generally 3-5 years). Government having recognized the importance of IT in education as being fundamental to the development of a globally competitive economic and democratic society as well as placing India on the world IT map, now focus mainly on providing computers and computer literacy Programmes in Government schools. Compucom has shaped the lives of millions of students by introducing computer literacy to the students in Government Schools.

Leadership in Information and Communication Technology (ICT) is expected to be maintained by the Company. Approximately 1000-2000schools are expected to be added in the coming 2-3 years under ICT project. We have implemented ICT and CALP programs in 8223 Government schools. So far Compucom aims to usher an era of anytime, anywhere learning to break down the barriers to education.

We believe Compucom would witness good growth, the seamless execution of which would require huge cash flow and an efficient management. Businesses mainly operate on BOOT Basis and are capital- intensive. All projects would require large upfront investments. Compucom would build and maintain the entire IT infrastructure of a school and receive fixed annuity in return, either on a quarterly or a semi-annual basis.

*SarvaShikshaAbhiyan(SSA)* is an effort to universalize elementary education by community-ownership of the school system. It is a response to the demand for quality basic-education across the country. The SSA Programme is also an attempt to provide an opportunity for improving human capabilities through provision of community owned quality education. It aims to provide useful and relevant elementary education for all children within the 6-14 age groups. The programme also aims to bridge social, regional and gender gaps, with the active participation of the community in the management of schools. The increased allocation to the SSA and Secondary Education will have a positive impact on all the IT training companies including Compucom as there would be increased allocation to computer training as well. The budget has also been positive for the IT-Training companies with increased allocation to the SSA and Secondary Education. Along with this, the demand for corporate training is increasing with more and more companies outsourcing training to specialized IT training companies hence the growth of the IT-Training companies will be further boosted. Skill training focus of Government may also benefit your company.

- (ii) **Software & E-governance Services:** Traditionally the company has been focusing on software export market but the way India is emerging as a power house economy, many more software service opportunities in Government sector are emerging in areas of power utilities, Education, Rural Development, Infrastructure Development, etc. Your company has put significant efforts in harnessing this E-Governance business. Your company is also serving overseas clients by providing software development, testing and maintenance and customer support services. The company has developed its own news portal which works in conjunction with its satellite TV Channel and has added shimmer to the company's brand image and generated new business opportunities.
- (iii) **Media Services:** Your company's subsidiary CSL Infomedia Pvt. Ltd has successfully completed third year operation of its Satellite TV Channel "JAN TV" which is a vehicle of Educational, Financial, Social and Political change. This Channel offers Education, News, Employment, Skill Development, Agriculture, Tourism, Healthcare,

Religious, Sports, Entertainment, News and Current Affairs based Programmes. The Channel is available on BSNL IPTV across North India channel number 174, Cable Network across Rajasthan and Bihar and across the globe through its portal [www.jantv.in](http://www.jantv.in). CSL Infomedia Pvt. Ltd has also started another Satellite TV channel 'Jan TV Plus' which is an infotainment channel. Jan TV Plus is currently available on BSNL IPTV channel no. 173 and on various local cable networks in Rajasthan and is also available globally through its portal [www.jantvplus.in](http://www.jantvplus.in) on computer and mobile devices. Jan TV and Jan TV Plus, both channels have been empanelled with Department of Information and Public Relations (DIPR) Government of Rajasthan. Jan TV channel has also been empanelled with Department of Audio Video Promotions (DAVP) Government of India. Recently Jan TV got expanded with Govt. of Bihar also.

**(2) Threats:**

- (i) **Competitive pressures:** IT is one sector that is spreading its wing fast throughout the world and India is becoming a preferred destination for global IT players. As a result the competitive pressure is intensifying. The Company has to operate in this competitive scenario and acquire a grip on the market to hold its foot firmly and upkeep the brand name.
- (ii) **Talent supply constraint:** Both, the IT as well as the manufacturing sector seek Talent. This increases the cost of the talent. The Company has to ensure that it acquires good talent and retains it in order to constitute its major competitive edge. The Company maintains excellent work environment and competitive package for this purpose.
- (iii) **Technology Obsolescence:** These are the days when technology takes no time to become obsolete. Thus, to be at par with its competitors the company has to ensure that it constantly updates and upgrades its technology.
- (iv) **Exchange Rates:** Since the company uses India as a major source of manpower, the exchange rate of the rupee vis-à-vis the US-dollar and other currencies affect its ability to compete. The Company attempts to minimize the foreign exchange exponent by taking appropriate measures wherever required.
- (v) **Government Policies:** As and when there is a change in the Government, there might be a change in its policies too. Any adverse changes in its policies may affect the business operations of the Company.
- (vi) **Downturn in industries being served:** Any downturn in the industry being served could have an impact on the Company's business.

**C. Segment-wise or product wise performance:** Detailed information about segment performance has been given in the Financial Statements. See the Financial Statements – Notes on Accounts, Note No. 13.

**D. Outlook:** The Company has a positive outlook for the coming year and endeavors to achieve a steady business performance in the coming year. This is however, subject to risks and uncertainties given below.

**E. Risks and Concerns:** It is difficult to pen-down the risks and uncertainties with certainty. They are not limited to risks and uncertainties regarding fluctuating earnings, interest rates, exchange rates, the Company's ability to manage growth, intense competition in IT services including those factors which may affect our cost advantage, wage increase, earnings and exchange rate fluctuations, intense IT competition, Government policies, ability to attract and retain skilled professionals, time- cost over-runs on fixed price contracts, client concentration, ability to manage the international marketing and sales operations as well as the local operations, alterations of the government fiscal incentives, political instability, legal framework and above all general economic conditions affecting the industry.

**F. Internal control systems and their adequacy:** The Company has professional and an adequate internal control system and procedure commensurate with the size of organization and nature of business. This provides adequate safeguards and effective monitoring of the transactions. All areas of the company's operations are covered by such internal control systems.

**G Discussion on financial performance with respect to operational performance:**

**(i) Financial condition:**

1. **Share capital:** The Company has only one class of shares namely equity shares. The face value of the shares is Rs. 2/- per share. The paid up capital of the company is Rs. 15,82,50,376/-

2. Reserves & Surplus			3. Fixed Assets :		
Particulars	31.03.2015	31.03.2014	Particulars	31.03.2015	31.03.2014
Profit & Loss Account	7095.93	6632.66	Gross Block	18818.24	18718.98
General Reserves	1484.79	1519.03	Accumulated depreciation	12824.44	11396.88
Securities Premium	1352.96	1352.96	<b>Net Fixed Assets</b>	5993.80	7322.10
Capital Reserve	209.21	209.21	Total Revenue/Net Block	0.92	1.01
<b>Total</b>	<b>10142.89</b>	<b>9713.86</b>	<b>Acc. Dep. as % of Gross Block</b>	<b>68.15</b>	<b>60.88</b>



		(Rs. in Lacs)	
Particulars	31.03.2015	31.03.2014	
<b>2. Investments:</b> The details of investment made by the company are as under:			
Equity Investments in ITneer Inc.(100% subsidiary)	439.24	439.24	
Equity Investments in CSL Infomedia Pvt Ltd.	455.00	455.00	
Equity Shares	0.48	0.39	
Investments in Mutual Funds	4.8	4.36	
Other Investments	10.66	9.92	
<b>Total</b>	<b>910.18</b>	<b>908.91</b>	
<b>3. Non-Current &amp; Current Liabilities:</b>			
Long-Term Borrowings	1473.71	2014.93	
Deferred Tax Liabilities (Net)	91.28	16.74	
Other Long Term Liabilities	632.35	634.93	
Long-Term Provisions	64.32	38.45	
Short-Term Borrowings	704.65	1048.38	
Trade Payables	144.89	581.78	
Other Current Liabilities	1888.27	2192.87	
Short-Term Provisions	1499.15	1890.51	
<b>Total</b>	<b>6498.62</b>	<b>8418.59</b>	
<b>4. Long Term Loans and Advances &amp; Other Non-Current Assets:</b>			
Long Term Loans and Advances	359.44	215.87	
Other Non-Current Assets	913.81	902.10	
Deferred Tax Assets (Net)	0.00	0.00	
<b>Total</b>	<b>1273.25</b>	<b>1117.97</b>	
<b>5. Current Assets:</b>			
Trade Receivable	6154.99	6052.87	
Cash and Bank Balances	2649.47	3307.23	
Short Term Loans and Advances	1242.35	1005.89	
<b>Total</b>	<b>10046.81</b>	<b>10365.99</b>	

Trade receivables are mainly related to Govt. Schools of Rajasthan. These debtors are considered good and are realizable.

## II) Financial Review:

- (i) **Income:** The Company derives its income from Software & E-Governance services, sale of software products, learning solutions, IT education and training, Wind Power Generation, and treasury income. Treasury income mainly includes interest on FDRs.

Software & E-Governance Services - Overseas	326.16	354.12
Domestic	130.35	242.23
Learning Solution	4605.43	6251.23
Wind Power Generation	189.23	202.78
Other Income	267.91	335.56
<b>Total</b>	<b>5519.08</b>	<b>7385.92</b>

- A. Software Services:** Compared to last year Software & E-governance sector & business at domestic level has shown degrowth in the current fiscal due to completion of Projects & now bidding for new projects aggressively.

- B. Learning Solution:** Learning Solution comprises imparting computer education in Govt. Schools, providing computer education to general public through Franchisees and Authorized Business Associates (ABA's) and IT finishing school.

Regarding the learning solution apart from the ICT and CALP Projects of Government schools, the company indulges in providing skill development training to engineering & other curriculum batches, as well as government & other employees.(Closure of ICT-1 and CALP-1 projects.)

- C. Wind Power Generation:** The Company has set up five wind power plants two in Sikar and two in Jaisalmer, Rajasthan and one in Krishna, Andhra Pradesh. Enercon [Wind World] India Limited now renamed as Wind World India takes care of the wind power project for the company and deals on behalf of the company with all regulatory bodies.
- D. Foreign Exchange Risks/ Exposures:** The Company operates from India with execution facilities in USA. A significant portion of revenue, expenses related to Software business is carried out in US Dollar operations, subject to foreign exchange exposure for the last two years as mentioned below:

	(Rs. in Lacs)	
Particulars	31.03.2015	31.03.2014
Revenue in Foreign Currency	326.16	354.12
Revenue Expenses in Foreign Currency	0	0.89
Capital Expenses in Foreign Currency		-
Net Exchange Earning	326.16	353.23

**(ii) Expenditure:** (Rs. in lacs)

Particulars	31.03.2015	% of Total Revenue	31.03.2014	% of Total Revenue
<b>Total Revenue</b>	5519.08	100.00	7385.93	100.00
<b>Expenses</b>				
Manpower Expenses	434.58	7.87	350.67	4.75
Learning Solution Execution Charges	1018.50	18.45	2473.96	33.50
Administrative & Other Expenses	1123.01	20.35	1143.98	15.49
Finance Cost	495.41	8.98	337.28	4.57
Depreciation	1427.56	25.87	1502.28	20.34
<b>Profit Before Tax</b>	1020.02	18.48	1577.75	21.36
Exceptional Items	231.27	4.19	0.00	0.00
Provisions For Income Tax	230.15	4.17	554.04	7.50
<b>Profit After Tax</b>	558.60	10.12	1023.71	13.86

- (iii) Interest:** The Company relies on the internal accruals and/or term loans for financing the IT / ICT projects awarded by the Government. Interest paid during the year amounted to Rs. 449.35 Lacs and Company has not defaulted in the payment of principal and interest during the year.

**Results of Operations of Subsidiaries:** ITneer Inc. USA is a wholly owned subsidiary of Compucom Software Limited. It provides marketing services and other support services for CSL business. It also addresses the USA based software services opportunities for the company The Company is operating out of its own premises in Atlanta, USA. It is headed by Promoter Director Mr. Ajay Kumar Surana

CSL Infomedia Pvt. Ltd. is another subsidiary of the Company operating mainly in Multimedia, Content Development and Media Planning area. This Company is gearing up for satellite based education, TV and other media opportunities.

**Human Resource Development:** Human resource development is paramount in every organization. The management continues to lay emphasis on identifying and developing talent on organization with a view to retain them and impart further training to those capable of handling additional responsibilities. This works to increase employee satisfaction within the organization, by providing employees with fresh challenges. Developing people and harnessing their ideas is of high priority for the Company.

**Cautionary Statement:** Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

**For and on behalf of the Board**

**Surendra Kumar Surana**  
Managing Director & CEO  
(DIN: 00340866)

Jaipur  
August 12, 2015

**Shubh Karan Surana**  
Director  
(DIN:- 00341082)

## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-2015

(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance overseas business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large.

The Company continues to focus its resources, strengths and strategies to achieve its vision of becoming a truly global leader in software services, while upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamental to the companies. The Company believes in adopting the 'best practices' that are followed in the area of corporate governance across various geographies.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors. Both these codes are available on the Company's website. The Company's corporate governance philosophy has been further strengthened through our Business Excellence Model, the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices. The Company has in place an Information Security Policy that ensures proper utilization of IT resources.

Accordingly, this Company's philosophy extends beyond what is being reported under this report and it has been the Company's constant endeavor to attain the highest levels of Corporate Governance. In terms of Clause 49 of the Listing Agreement, requisite particulars of Corporate Governance in the Company are furnished hereunder:

### 2. BOARD OF DIRECTORS:

(i) **Composition of the Board:** The Board of the Company has an optimum combination of Executive and Non-Executive Independent Directors. Currently, there are eight Directors on the board of the Company. Independent Directors are professional with high credentials who actively contribute in the deliberation of Board covering strategic matters and decision making.

Details of the composition and the category of directors are stated below:

Name of the Director	Designation	DIN
Mr. Shubh Karan Surana	Non-Executive & Non-Independent Director	00341082
Mr. Ajay Kumar Surana	Non-Executive & Non-Independent Director	01365819
Mr. Surendra Kumar Surana	Managing Director/Executive Director	00340866
Mr. Stephen Carl Viehman	Non-Executive & Independent Director	01388313
Dr. Anjila Saxena	Non-Executive & Independent Director	02353483
Mr. Rajendra Prasad Udawat	Non-Executive & Independent Director	00341110
Mr. Ramesh Chand Jain*	Additional Director	00981936
Mrs. Trishla Rampuria**	Additional Director	07224903

\* Mr. Ramesh Chand Jain appointed w.e.f. 29th May 2015.

\*\* Mrs. Trishla Rampuria appointed w.e.f. 12th August 2015.

(ii) **Attendance of each of the Directors at the said Board Meetings/Annual General Meeting/Extra Ordinary General Meeting is given below:**

Name of the Director	Category	No. of Board Meetings (During the year)		Whether last AGM attended Held / Attended
		Held	Attended	
Mr. Shubh Karan Surana	NED	4	4	Yes
Mr. Ajay Kumar Surana	NED	4	3	No
Mr. Surendra Kumar Surana	MD	4	4	Yes
Mr. Stephen Carl Viehman	NED : I	4	2	No
Dr. Anjila Saxena*	NED : I	4	2	Yes
Mr. Ramesh Chand Jain**	NED : I	4	4	Yes
Mr. Rajendra Prasad Udawat	NED : I	4	4	Yes
Mr. G. L. Chaudhary***	NED : I	4	2	No

NED: Non-Executive Director

MD: Managing Director

I: Independent Director

\* Appointed as an Additional Director w.e.f August 1<sup>st</sup>, 2014 and regularized as Director in the Annual General Meeting held on August 27, 2014.

\*\* Retired as the Director of Company w.e.f. March 31, 2015.

\*\*\* Retired as the Director of Company w.e.f. August 1, 2014.

Video / tele-conferencing facilities are also used to facilitate directors travelling / residing abroad or at other locations to participate in the meetings.

- (iii) **Number of Board or Board Committee of which a Director is a member or Chairperson (Only the membership(s) of Audit Committee and Shareholders' Committee other than Compucom Software Limited considered as per Clause 49 of the Listing Agreement).**

Name of the Director	Number of other Company's Directorships	Number of other Committee Membership(s)	Number of other committees in which Chairperson
Mr. Shubh Karan Surana	Nil	Nil	Nil
Mr. Ajay Kumar Surana	Nil	Nil	Nil
Mr. Surendra Kumar Surana	Nil	Nil	Nil
Mr. Stephen Carl Viehman	Nil	Nil	Nil
Mr. Rajendra Prasad Udawat	Nil	Nil	Nil
Dr. Anjila Saxena*	Nil	Nil	Nil
Mr. Ramesh Chand Jain**	Nil	Nil	Nil
Mr. G. L. Chaudhary***	Nil	Nil	Nil
Mrs. Trishla Rampuria****	Nil	Nil	Nil

\* Appointed as an Additional Director w.e.f. August 1<sup>st</sup>, 2014 and regularized as Director in the Annual General Meeting held on August 27, 2014.

\*\*Retired as the Director of Company w.e.f. March 31, 2015.

\*\*\*Retired as Director of Company w.e.f. August 1, 2014.

\*\*\*\*Appointed as an Additional Director w.e.f. August 12, 2015.

Note: Excluding the Directorship of Private Limited Companies and Foreign Companies.

- (iv) 4(four) Board Meetings were held during the Financial Year from April 1, 2014 to March 31, 2015 and the gap between two Meetings did not exceed 4(Four) months. The dates on which the Board Meetings were held are as follows:  
May 27, 2014; August 1, 2014; November 11, 2014; February 11, 2015.

The necessary quorum was present for all the meetings.

- (v) None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. The Directors have made necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2015.
- (vi) The Board functions as a full Board or through various Committees constituted for specific operation areas. The Board provides leadership, strategic guidance, objective and independent views to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.
- (vii) None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
- (viii) The individual details of the Directors seeking appointment / reappointment at the ensuing Annual General Meeting of the Company are provided in the explanatory statement and annexure accompanying the notice of the Annual General Meeting.
- (ix) During the year a separate meeting of Independent Directors was held inter-alia to review the performance of non-independent directors and the Board as a whole.

- (x) **Board Meeting Procedure:**

The Company's Board Meetings are governed by a structured agenda. The Board Meetings are generally scheduled well in advance and the notice of each board meeting is given in writing to each Director. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. The Board papers, comprising the agenda are circulated well in advance before the meeting of the Board.

All statutory, significant and other material information as specified in Annexure X to the Clause 49 of the Listing Agreement executed with the Stock Exchanges is regularly made available to the Board, wherever applicable. The Board also reviews periodically the compliances of all applicable laws.

Board's role, functions, responsibility and accountability are clearly defined. In addition to matters statutorily requiring Board's approval, all major decisions involving formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, compliance with statutory regulatory requirements, major accounting provisions etc. are considered by the Board.

**3. COMMITTEES OF THE BOARD:** Currently, the Board of the Company has five sub-committees namely Audit Committee, Nomination & Remuneration Committee, Shareholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. Minutes of the Meetings are signed by the Chairman of the Committees within thirty days of meeting held. The Board of Directors of the Company also take note of the minutes of the Committee Meetings at its Meetings.

**A). AUDIT COMMITTEE:**

In accordance with Section 177(1) of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April 17, 2014 for amendment to Equity Listing Agreement (which is effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 27, 2014, have approved new terms of reference for the Audit Committee and there upon the revised terms of reference of the Audit Committee are in conformity with the requirements of Clause 49 (III)(D) of the revised Listing Agreement and Section 177(1) of the Companies Act, 2013. Further the Audit Committee has been granted powers as prescribed under Clause 49 (III) (C) of the Listing Agreement.

**(i) The terms of reference of the Audit Committee are broadly as under:**

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board for appointment, Re-appointment and if required, the replacement or removal of the auditors and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing, with the Management, the annual financial statements and auditor's report thereon 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 clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013 (corresponding to section 217(2AA) of Companies Act, 1956).
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by the 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 transactions.
  - Qualifications in the draft audit report.
- Reviewing with the Management, quarterly financial statements before submission to the Board for approval;
- Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems;
- 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;
- Discussion with the internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism/Vigil mechanism.
- Approval of appointment of CFO ( i.e. the whole time Finance Director or any other person heading the finance function or discharging that function ) after assessing the qualifications, experience and background, etc of the candidate;
- Carrying out any other functions as specified in the terms of reference, as amended from time to time.

**Review of Information by Audit Committee:**

The Audit Committee shall mandatorily review the following information:



- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by Management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor;

**(ii) Composition of the Audit Committee as on March 31, 2015:**

The Audit Committee of the Company consists of three Non-Executive Directors out of which two are Independent Directors. The Committee is headed by Mr. Rajendra Prasad Udawat Independent Director of the Company.

The table below sets out the composition of Audit Committee as on March 31 2015:

Name of the Director	Category
Mr. Shubh Karan Surana	Non Independent and Non-Executive
Mrs. Anjila Saxena	Independent, Non-Executive
Mr. Rajendra Prasad Udawat	Independent, Non-Executive/Chairperson

**(iii) Number of Meetings Held:**

During the year, 4 (Four) meetings of Audit Committee were held on the following dates:

May 27, 2014; August 1, 2014; November 11, 2014 and February 11, 2015.

The table below sets out the attendance at the Audit committee meetings as on 31<sup>st</sup> March, 2015

Name of the Director	Number of Meetings during the year 2014-2015	
	Held	Attended
Mr. Shubh Karan Surana	4	4
Mr. G.L. Chaudhary*	4	2
Mr. Ramesh Chand Jain*	4	2
Mr. Rajendra Prasad Udawat	4	4

\* Mr. Ramesh Chand Jain was appointed as a member in place of Mr. G. L. Chaudhary Jain w.e.f. August 01, 2014.

The necessary quorum was present in all the Meetings.

- (iv)** The Audit Committee Meetings are usually held at the corporate office of the Company situated at IT 14-15, EPIP, Sitapura, Jaipur and are usually attended by the Manager – Finance/ CFO and representatives of the Statutory Auditors. The operations heads are invited to the Meetings as and when required. The Company Secretary acts as the Secretary to the Committee.

**B). Nomination and Remuneration Committee:-**

The Company had a nomination and remuneration committee of directors. The nomination committee and remuneration committee were merged on August 27, 2014, pursuant to the provisions of the Act and clause 49 of the Listing Agreement.

Role of the Nomination and Remuneration Committee, inter-alia, includes the following:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity;
- any other works and policy related and incidental to the objectives of the committee as per provisions of the Act and rules made thereunder.
- Recommend to the Board the remuneration policy to directors, executive team or Key managerial personnel as well as the rest of the employee.
- On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel.

**(i) Composition, name of the Members and Chairperson as on March 31, 2015:**

The Nomination and Remuneration Committee of the Board of Directors consists three Non-Executive Directors out of which two are Independent Directors. The Committee is headed by Dr. Anjila Saxena Independent Director.

The table sets out the composition of the Committee:-

Name	Category
Dr. Anjila Saxena	Independent Non- executive/ Chairperson
Mr. Shubh Karan Surana	Non-Independent, Non-executive
Mr.Stephen Carl Viehman	Independent, Non-executive

**(ii) Attendance:**

During the year, 2 (**Two**) meetings of Nomination and remuneration Committee were held on the following dates:  
August 1, 2014; March 25, 2015.

The table below sets out the attendance at the Nomination and remuneration committee meetings as on 31<sup>st</sup> March, 2015

Name	Category	No. of Meetings held during the year 2014-15	No. of Meetings attended during the year 2014-15
Mr. G. L. Chaudhary*	Independent, Non-Executive	2	1
Mr. Shubh Karan Surana	Non-Independent, Non-Executive	2	2
Mr. Ramesh Chand Jain*	Independent Non-Executive/ Chairperson	2	1
Mr. Stephen Carl Viehman*	Independent Non-Executive	2	1
Dr. Anjila Saxena*	Independent Non-Executive/ Chairperson	2	1

\* Mr. Stephen Carl Viehman and Dr. Anjila Saxena were appointed as a member in place of Mr. G. L. Chaudhary and Mr. Ramesh Chand Jain w.e.f. August 01, 2014.

**(iii) Remuneration Policy:-**

The Non-Executive Directors (NEDs) are paid remuneration by way of sitting fees for attending each Meetings of Board of Directors and Committees thereof, which are within the limits prescribed by the Central Government.

The remuneration to the Managing Director is decided on the basis of the following Broad criteria:

- Industry trend.
- Remuneration package in other comparable corporate.
- Job Responsibilities.
- Company performance and individual key performance areas.

**(iv) The details of remuneration & sitting fees paid to the Directors during the year ended on March 31, 2015 are as follows:**

	Name of the Director	Salary	Sitting Fee	Comm- ission	Stock Option	Service Contract	Notice Period	No of shares held
1	Mr. Shubh Karan Surana	N.A.	30,000	NIL	NIL	NIL	NIL	182350
2	Mr. Ajay Kumar Surana	N.A.	9,000	NIL	NIL	NIL	NIL	775500
3	Mr. Surendra Kumar Surana	15,24,000	N.A.	N.A.	N.A.	N.A.	N.A.	2070300
4	Mr. Stephen Carl Viehman	N.A.	12,000	NIL	NIL	NIL	NIL	2,10,000
5	Mr. Rajendra Prasad Udawat	N.A.	24,000	NIL	NIL	NIL	NIL	NIL
6	Mr. G. L. Chaudhary*	N.A.	12,000	NIL	NIL	NIL	NIL	NIL
7	Mr. Ramesh Chand Jain**	N.A.	24,000	NIL	NIL	NIL	NIL	NIL
8	Dr. Anjila Saxena***	N.A.	6,000	NIL	NIL	NIL	NIL	NIL

\*Retired as the Director of Company w.e.f. August 1, 2014.

\*\* Retired as the Director of Company w.e.f. March 31, 2015.

\*\*\*Appointed as an Additional Director w.e.f August 1<sup>st</sup>, 2014 and regularized as Director in the Annual General Meeting held on August 27, 2014.

- Total remuneration paid to the Managing Director for the Financial Year 2014-15 is Rs. 15,24,000/-. No other perquisite was provided to the Managing Director.
- The contract for service, notice period, severance fees etc. are applied as per the rules of Company framed by the Board of Directors from time to time.
- The Company paid no other remuneration to Non-Executive Directors except sitting fees during the Financial Year 2014-15. The sitting fees paid to the Non-Executive Directors was Rs. 3,000/- for their attendance at every Meeting of the Board or Committee.
- Non-Executive Directors Shareholding: (As on March 31, 2015)

Name of the Director	No. of Shares held	% of Paid up capital
Mr. Shubh Karan Surana	18,2,350	0.2305
Mr. Ajay Kumar Surana	7,75,500	0.9810
Mr. Stephen Carl Viehman	2,10,000	0.2650

No other Non-Executive Directors have any shareholding in the Company.

**C). Stakeholders Relationship Committee:-**

The Company had a stakeholder / investors grievance committee of directors to look into the redressal of complaints of investor such as transfer or credit of shares, non-receipt of dividend / notice / annual reports, revalidation of dividend DD etc. The nomenclature of the said committee was changed to Stakeholder's Relationship Committee in the meeting of May 27, 2014 in the light of provisions of the Act and revised clause 49 of the Listing Agreement.

The Committee deals with the following matters:-

- Noting transfer/transmission of shares.
- Review of dematerialized/rematerialized shares and all other related matters.
- Monitors expeditious redressal of Investor grievance matters received from Stock Exchanges, SEBI, ROC, etc.
- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of Annual Report, dividend etc.
- All other matters related to shares/debentures.

(i) **Name and Designation of Compliance Officer:** The Company Secretary of the Company CS Swati Jain acts as the Secretary of the Committee.

(ii) **Details of Complaints received and resolved:**

Received during the year	Resolved during the year	Pending during the year
69	69	0

(iii) **Meetings and attendance during the year:**

During the year, 2 (Two) meetings of Stakeholders Relationship Committee were held on the following dates: August 01, 2014 and February 11, 2015 in which Mr. Ramesh Chand Jain was the Chairman.

Name	Category	No. of Meetings during the year 2014-15	No. of Meetings attended during the year 2014-15
Mr. Shubh Karan Surana	Non-Independent, Non- executive	2	2
Mr. Ramesh Chand Jain	Independent, Non-executive	2	2
Mr. Stephan Carl Viehman	Independent, Non-executive	2	2

The Committee expresses satisfaction with the Company's performance in dealing with investor grievances and its shares transfer system.

The investor grievances can also be placed on the e-mail: investor@compucom.co.in

**D). Corporate Social Responsibility (CSR) Committee:**

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on May 27, 2014, have approved the constitution of the CSR Committee and defined the role of the Committee, which is as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which indicates the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy
- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit.

(i) **Meetings and attendance during the year:**

During the year, 1 (One) meeting of Corporate Social Responsibility Committee was held on November 11, 2014.

Name	Category	No. of Meetings during the year 2014-15	No. of Meetings attended during the year 2014-15
Mr. Shubh Karan Surana	Non-Independent, Non- executive	1	1
Mr. Rajendra Prasad Udawat*	Independent, Non-executive	1	0
Mr. Stephan Carl Viehman	Independent, Non-executive	1	1
Mr. G. L. Chaudhary*	Independent, Non-executive/Chairman	1	1

\* Mr. Rajendra Prasad Udawat appointed as a member / Chairman in place of Mr. G. L. Chaudhary w.e.f. August 01, 2014.

**E.) RISK MANAGEMENT COMMITTEE**

In accordance with Clause 49 of the Listing Agreement the Board of the Company has formed Risk Management Committee to Frame, to implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risk and control. Measure risk identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

During the year, 2 (Two) meeting of Risk Management Committee was held on October 15, 2014 and March 26, 2015.

Name	Category	No. of Meetings during the year 2014-15	No. of Meetings attended during the year 2014-15
Mr. Shubh Karan Surana	Non-Independent, Non- executive	2	2
Mr. Ramesh Chand Jain	Independent, Non-executive/Chairman	2	2
Mr. Stephan Carl Viehman	Independent, Non-executive	2	2

#### 4. SUBSIDIARY COMPANIES:

In accordance with Clause 49(III) of the Listing Agreement with stock exchanges the Company does not have any material non-listed Indian Subsidiary, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively of the Company.

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary Companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary company is periodically placed before the board of directors of the Company.

The Company has a policy for determining 'material subsidiary' which is disclosed on its website.

#### 5. GENERAL BODY MEETINGS:

Details of the previous three Annual General Meetings:

Year	Location	Date	Time	Special Resolution(s) Passed
2013-14	"Krishna Auditorium", Compucom Engineering College Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial area, Sitapura Jaipur-302022 (Rajasthan).	August 27, 2014	11:30 A.M.	1 (one)
2012-13	"Krishna Auditorium", Compucom Engineering College Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial area, Sitapura Jaipur-302022 (Rajasthan).	September 19, 2013	11:30 A.M.	None
2011-12	"Krishna Auditorium", Compucom Engineering College Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial area, Sitapura Jaipur-302022 (Rajasthan).	September 18, 2012	11:30 A.M.	None

(i) **Postal Ballot:** During 2014-15, no resolution was passed through postal ballot. None of the business proposed to be transacted in the ensuing Annual General Meeting requires passing through postal ballot.

(ii) **Extra Ordinary General Meeting:** No Extraordinary General Meeting of the Members was held during the Last three years.

#### 6. DISCLOSURES:

(i) **Materially significant Related Party Transactions:** There have been no materially significant related party transactions or relationships between the Company and its Directors that may have potential conflict with the interest of the Company. The Board has approve a policy for related party transaction which has been uploaded on the Company's website [www.compucom.co.in](http://www.compucom.co.in)

(ii) **Strictures or Penalties:** During the last three years 2012-13, 2013-14, 2014-15, there were no non compliances/ strictures or penalties imposed on the company either by the SEBI or other Stock Exchange (s) or any other Statutory Authority for non-compliance of any matter related to Capital Markets.

(iii) **Compliance with Code of Conduct and Vigil Mechanism (Whistle Blower Mechanism):** The Company has laid down a Code of Conduct for all its employees across the organization. The Code of Conduct of the Company lays down that the employees shall promptly report without hesitation any violation or breach to the concerned superior & can make suggestion for further improvement also. The code provides that the Company shall support and protect employees for doing so.

The Company has established vigil mechanism in line with requirement given under Clause 49 of the Listing Agreement and section 177(9) of Companies Act, 2013 for employees to report concerns about unethical behavior. No personnel have been denied access to the Audit Committee.

The Board has approved a policy on vigil mechanism and code of conduct which has been uploaded on the Company's website [www.compucom.co.in](http://www.compucom.co.in)

**(IV) Reconciliation of Share Capital Audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**(v) Compliance with Recommendatory and other Mandatory Requirements:**

- a) The Company follows the guidelines as recommended from time to time by Institute of Company Secretaries of India. One such instance is the adoption of Secretarial Standards in respect to preparation and recording of minutes and other statutory records and registers.
- b) In respect to audit qualifications, the Company is making conscious efforts towards moving into a regime of unqualified financial statements.
- c) The Board has already set up a Nomination and Remuneration Committee & Corporate Social Responsibility Committee, the details of which have already been made in this report.

**(vi) Financial Statements/Accounting treatments:** In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by The Institute of Chartered Accountants of India to the extent applicable. Certificate from the Managing Director and the Chief Financial Officer of the Company on the financial statements of the Company was placed before the Board.

**(vii) Board Disclosures – Risk Management:** The Company has laid down systems to inform Board about the risk assessment and minimization procedures. The risks and Company's mitigation strategies are periodically discussed and reviewed by Board of Directors to ensure effective controls.

**(viii) Management:** A detailed report on Management Discussion and Analysis is given as a separate section in this Annual Report. During the year, there have been no material financial and commercial transactions made by the management where they have personal interest that may have a potential conflict with the interest of the Company at large.

**7. MEANS OF COMMUNICATION:**

- (i) The quarterly, half-yearly and annual results of the Company are regularly published in the newspapers in terms of Clause 41 of the Listing Agreement.
- (ii) Newspapers in which results of the Company are normally published: (a) Business Standard, in English (National) (b) Mahanagar Times, in Hindi (Vernacular).
- (iii) The Company results and official news releases etc. are displayed on the Company's website. Website address is [www.compucom.co.in](http://www.compucom.co.in).
- (iv) The Company's results and other Corporate Announcements are regularly sent to the Bombay Stock Exchange Limited, Mumbai, National Stock Exchange Limited, Mumbai and Calcutta Stock Exchange Limited, Kolkata.
- (v) **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web based application designed by NSE for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, etc. are filed electronically on NEAPS.
- (vi) **BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** The Listing Centre of BSE is a web based application designed by BSE for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, etc. are also filed electronically on the Listing Centre.
- (vii) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**8. GENERAL SHAREHOLDERS INFORMATION:**

<b>(i) Corporate Identification Number</b>	Corporate Identification Number (CIN) of the Company allotted by the Ministry of Corporate Affairs, Government of India is <b>L72200RJ1995PLC009798</b>
<b>(ii) Annual General Meeting Date, Time and Venue</b>	Thursday, September 24, 2015 at 11.30 A.M. "Krishna Auditorium", Compucom Engineering College Compound, in front of Compucom Software Limited Office, SP-5, EPIP, RIICO Industrial area, Sitapura Jaipur-302022 (Rajasthan).



(iii)	
a) Financial Year:	April 1 to March 31
b) Financial Calendar(Tentative):	
Results for the 1st Quarter ending June 30th, 2015	First week of August, 2015
Results for the 2nd Quarter ending September 30th, 2015	First week of November, 2015
Results for the 3rd Quarter ending December 31st, 2015	First week of February, 2016
Results for the 4th Quarter ending March 31st, 2016	Last week of May, 2016
(iv) Book Closure:	Tuesday, September 22, 2015 to Thursday, September 24, 2015 (both days inclusive)
(v) Dividend Payment Date	Final dividend to be paid on or after September 24, 2015 subject to the approval of shareholders in the Annual General Meeting.
(vi) Listing on Stock Exchanges:	The shares of the Company are listed on Bombay Stock Exchange Limited (BSE), Mumbai, National Stock Exchange of India Limited (NSE), Mumbai , Calcutta Stock Exchange Limited(CSE), Kolkata The Annual Listing fee for Financial Year 2015-16 has been paid.
(vii) Stock Code/ Symbol	BSE 532339 NSE Symbol: COMPUSOFT Series: EQ INE453B01029
ISIN (International Securities Identification Number):	
(viii)Market Price data: High/Low during each month in last Financial Year	Please see Annexure <b>No. I</b> of this report.
(ix) Share performance data: High/Low during each month in last Financial Year	Please see Annexure <b>No. II</b> of this report
(x) Registrar & Share Transfer Agent	The Company has appointed a Registrar for dematerialization (Electronic Mode) and Physical transfer of shares whose details are given below MCS Share Transfer Agent Limited Unit: Compucom Software Limited F-65, 1st Floor, Okhla Industrial Area, Phase-1 New Delhi - 110020, India Ph. : +91-11-41406149, Fax : +91-11-41709881 E-mail : admin@mcsdel.com
(xi) Share Transfer System	The Company has appointed a common Registrar for the physical share transfer and dematerialization of shares. The shares lodged for the physical transfer/ transmission/transposition are registered normally within a period of fortnight, if the documents are complete in all respects. The Company obtains half yearly certificate of compliance with share transfer formalities as required under Clause 47 (c) of the Listing Agreement with Stock Exchange from a Company Secretary in practice and also files a copy of the certificate with the Stock Exchanges.
(xii) Distribution Schedule & Distribution of Shareholding Pattern	Annexure III Table I & II
(xiii) Dematerialization of Shares and Liquidity	97.68% of the paid-up capital is held in dematerialized form and are frequently traded.
(xiv) Address for Correspondence	The shareholders may address their communication/ suggestions/grievances /queries relating to shares of the Company to the Company Secretary Compucom Software Limited IT 14-15, EPIP, Sitapura, Jaipur- 302022 (Rajasthan) Tel Nos.:0141-5115908 Email: investor@compucom.co.in
(xv) Registered Office	IT 14-15, EPIP, Sitapura, Jaipur- 302022 (Rajasthan)

**(xvi) Unclaimed Dividend**

Pursuant to Section 124 of the Companies Act, 2013, the dividend for following years, if unclaimed for 7(Seven) years, will be transferred by the Company to Investor Education and Protection Fund according to the schedule given below. Members, who have not claimed the dividend for these periods are requested to lodge their claim with the Company, as no claim shall be entertained for the unclaimed dividend once the same has been transferred to Investor Education and Protection Fund, Government of India.

**DETAILS OF UNCLAIMED DIVIDEND AS ON March 31, 2015**

Financial Year	Date of Declaration of Dividend	Total Dividend (Rs.)	Unclaimed Dividend (Rs.)	Due for transfer to IEPF
2008-09 (Final)	18-Sep-2009	10,050,000.00	189812.80	October, 2016
2009-10(Interim)	21-May-2010	10,050,000.00	91194.00	June, 2017
2010-11(Final)	9-Sep-2011	23,737,556.40	175198.50	October, 2018
2011-12(Final)	18-Sep-2012	23,737,556.40	214304.70	October,2019
2012-13(Final)	19-Sep-2013	31,650,075.20	343547.20	October, 2020
2013-14(Final)	27-Aug-2014	31,650,075.20	389580.80	September, 2021
<b>Total Unclaimed Amount</b>		<b>1403638.00</b>		

**9. CODE FOR PREVENTION OF INSIDER TRADING:**

The Company has adopted a share dealing code for the prevention of insider trading in the shares of the Company. The share dealing code, inter alia, prohibits purchase / sale of shares of the Company by employees while in possession of unpublished price sensitive information in relation to the Company.

**10. CEO/CFO CERTIFICATION:**

As required under Clause 49 of the Listing Agreement, the CEO/CFO certification and code of conduct is provided elsewhere in the Annual Report.

**Annexure I - Market Price Data – High/Low during each month in the year 2014-15:-**

	BSE			NSE	
Month	Market Price (Rs.)		Month	Market Price (Rs.)	
	High	Low		High	Low
Apr-14	11.50	10.10	Apr-14	11.75	10.00
May-14	13.50	10.20	May-14	13.45	10.20
Jun-14	17.10	11.30	Jun-14	17.05	11.20
Jul-14	15.75	10.80	Jul-14	15.50	10.65
Aug-14	12.50	11.00	Aug-14	13.75	11.05
Sep-14	15.70	10.89	Sep-14	15.60	11.10
Oct-14	12.50	10.75	Oct-14	12.25	10.60
Nov-14	12.50	10.60	Nov-14	12.75	10.70
Dec-14	13.39	10.52	Dec-14	13.25	10.35
Jan-15	12.32	11.00	Jan-15	12.25	10.65
Feb-15	11.90	9.70	Feb-15	11.95	9.65
Mar-15	11.05	8.65	Mar-15	11.00	8.80

**Annexure II Performance in comparison to broad based Indices as BSE SENSEX and NSE NIFTY.**

The above chart depicts daily closing quotes on Bombay Stock Exchange for the year ended March 31, 2015 & National Stock Exchange.



Figure 1

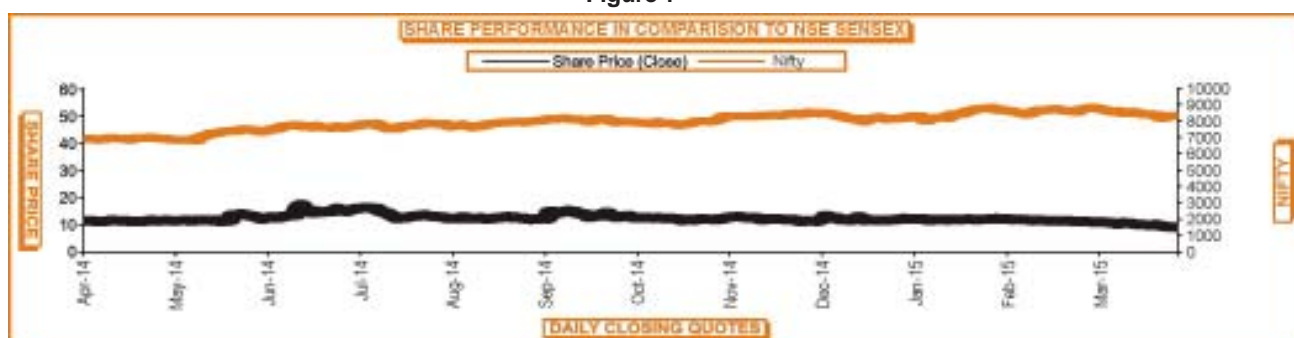


Figure 2

**Annexure III** The following table gives the distribution pattern of the shareholding of the Company:

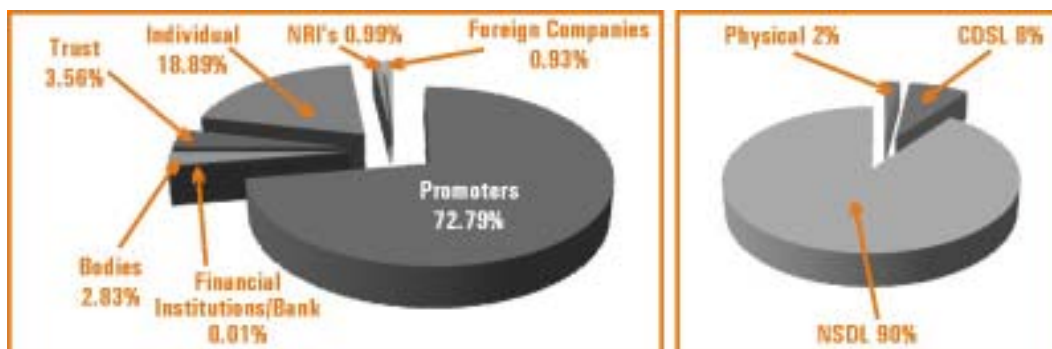
**Table I- Distribution Schedule as on March 31, 2015**

Range-No. of Shares	No. of Shares held	No. of Folios	% Shares	% Holders
Up to 500	887244	4233	1.12	49.12
501-1000	1097549	1318	1.39	15.29
1001-2000	2510658	1636	3.17	18.98
2001-3000	1270924	465	1.61	5.40
3001-4000	608718	166	0.77	1.93
4001-5000	955766	205	1.21	2.38
5001-10,000	2306174	314	2.91	3.64
10001-50,000	4261286	230	5.38	2.67
50,001-1,00,000	1818675	25	2.30	0.29
Above 1,00,000	63408194	26	80.14	0.30
<b>Total</b>	<b>79125188</b>	<b>8618</b>	<b>100.00</b>	<b>100.00</b>

**Table II- Shareholding pattern as on March 31, 2015**

Particulars	As on March 31, 2015	
	No. of shares	% of Total Shares
Promoter	57593102	72.79
Individuals	14951198	18.89
Body Corporate	2236444	2.83
Trust	2813679	3.56
Financial Institutions/Bank	10500	0.01
NRIs	785265	0.99
Foreign Companies	735000	0.93
<b>Total ShareHolding</b>	<b>79125188</b>	<b>100.00</b>

Share Holding Pattern as on March 31, 2015 Dematerialization of Shares



### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

We hereby declare that all the Directors and the designated employees in the Senior Management of the Company have Affirmed compliance with their respective codes for the Financial Year ended March 31, 2015 and the code is available on website of the Company [www.compucom.co.in](http://www.compucom.co.in)

We confirm that the Company has in respect of the year ended March 31, 2015, received from the senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

#### For and on behalf of the Board

**Surendra Kumar Surana**  
Managing Director & CEO  
DIN: 00340866

Jaipur  
August 12, 2015

**Shubh Karan Surana**  
Director  
DIN:- 00341082

## CERTIFICATE OF CEO AND CFO OF THE COMPANY

To,  
The Board of Directors,  
Compucom Software Limited,  
Jaipur

We, Surendra Kumar Surana, Managing Director & CEO and Sanjeev Nigam, Chief Financial Officer (CFO) of Compucom Software Limited, to the best of our knowledge and belief, certify to the Board that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2015 and to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls..
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

Yours truly,  
**For Compucom Software Limited**

**Surendra Kumar Surana**  
Managing Director & CEO  
(DIN: - 00340866)

Jaipur, August 12, 2015

**Sanjeev Nigam**  
Chief Financial Officer

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## AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To  
The Members,  
Compucom Software Limited

We have examined the records with respect to the compliance of Corporate Governance by **COMPUCOM SOFTWARE LIMITED** ("the Company"), for the financial year ended on March 31, 2015, as stipulated in clause 49 of the listing agreement entered into by the Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to review of the procedures and implementation thereof adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement. We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency with which the management has conducted the affairs of the Company.

Jaipur  
August 12, 2015

For and on behalf of  
**FOR S.MISRA & ASSOCIATES**  
Chartered Accountants  
FRN-004972C  
**CA SACHINDRA MISRA**  
Partner  
Membership No.-073776



## Independent Auditor's Report

To  
The Members of  
M/s. Compucom Software Limited  
Jaipur

### Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **M/s. Compucom Software Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Management as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the annexure a statement of the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;

- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
- d. In our opinion the aforesaid standalone financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013; and
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts if any.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund.

For and on behalf of  
**S. MISRA & ASSOCIATES**  
 Chartered Accountants  
 FRN-004972C

**CA SACHINDRA MISRA**  
 Partner  
 M. No. - 073776

Jaipur  
 May 29, 2015

**Annexure to the Auditors' Report (referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date) on the financial statements for the year ended March 31, 2015 of M/s Compucom Software Limited**

**i. Fixed Assets:**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The management on a sample basis during the year has physically verified the major assets and in our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such verification.
- (c) There has been no substantial disposal of fixed assets during the year, so as to affect the going concern status of the Company.

**ii. Inventories:**

The Company does not have any inventory, therefore, provisions of clause (ii) of paragraph 3 of the order are not applicable.

**iii. Loans to/from the parties covered in the register maintained under Section 189 of the Act:-**

The Company has not granted any loan to the parties covered in the register maintained under Section 189 of the Act, therefore provisions of clause (iii) of paragraph 3 of the order are not applicable.

**iv. Internal Control System :-**

In our opinion and according to the information and explanations given to us, the Company has internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories and fixed assets and with regard to the sale of goods and services provided by the Company. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.

**v. Public Deposits:-**

The Company has not accepted any deposits from the public. Therefore, the provisions of clause (v) of paragraph 3 of the order are not applicable to the Company.

**vi. Cost Records:-**

The maintenance of cost records has been prescribed by the Central Government under section 148(1) of the Act, for activity related to Wind Power Generation. According to the information and explanations given to us and on the basis of our examination thereof, we report that the company is maintaining the prescribed cost records.

**vii. Statutory Dues :-**

- (a) Undisputed Statutory Dues: According to the information and explanations provided to us and the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of became payable.
- (b) Disputed statutory dues: Details of statutory dues which have not been deposited as at March 31, 2015 on account of disputes are given below :

Nature of dues	Period to which the amount relates	Forum where the Dispute is pending	Amount (Rs.)
Income Tax	A.Y. 2012-13	Commissioner of Income Tax (Appeals)	1,61,87,671/-
Entry Tax	F.Y. 2009-10 to F.Y. 2012-13	The Deputy Commissioner, Appeal-I	94,87,706/- (including interest)
Service Tax	April 01, 2005 to March 31, 2010	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 2,24,71,199/- Penalty - 2,24,71,199/-
Service Tax	April 01, 2005 to March 31, 2009	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 2,69,10,407/- Penalty - 2,69,10,407/-
Service Tax	Oct. 2011 to March 2013	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 67,75,356/- Penalty u/s 76- Maximum to Rs. 67,75,356/- Penalty 77(2)- Rs. 10,000/-
Service Tax	April 01, 2008 to March 31, 2011	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 1,24,52,639/- Penalty - 1,24,52,639/-

- (c) Investor Education and Protection Fund: The Company has transferred the amount, required to be transferred, to Investor Education and Protection Fund in accordance with the provisions of Companies Act, 1956 and rules made thereunder within the time.

**viii. Sick Industry :-**

The Company has neither accumulated losses at the end of the financial year nor has it incurred cash losses, both, in the financial year under report and the immediately preceding financial year.

**ix. Dues to Financial Institution or Bank or Debenture holders :-**

According to the information and explanations given to us and based on the documents and records produced before us, there has been no default in repayment of dues to banks and financial institutions. Further, there are no dues to debenture holders.

**x. Guarantees given for loans taken by others from bank or financial institution:-**

According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.

**xi. Application of Term loans:-**

According to the information and explanations given to us, term loans raised during the year were applied for the purpose for which they were obtained by the company.

**xii. Fraud on or by the company-noticed or reported:-**

According to the information and explanations given to us, and to the best of our knowledge and belief, no fraud on or by the Company, has been noticed or reported during the year.

For and on behalf of  
**S. MISRA & ASSOCIATES**  
Chartered Accountants  
FRN-004972C

**CA SACHINDRA MISRA**  
Partner  
M. No. - 073776

Jaipur  
May 29, 2015

## BALANCE SHEET AS AT MARCH 31, 2015

	Note No.	As at March 31, 2015	As at March 31, 2014
(in Rs.)			
<b>EQUITY AND LIABILITIES</b>			
<b>A. Shareholders' funds</b>			
(i) Share Capital	1	158,250,376	158,250,376
(ii) Reserves and Surplus	2	1,014,289,444	971,386,651
<b>B. Non-Current Liabilities</b>			
(i) Long-Term Borrowings	3	147,371,258	201,492,825
(ii) Deferred Tax Liabilities (Net)		9,128,236	1,674,573
(iii) Other Long Term Liabilities	4	63,235,462	63,493,049
(iv) Long-Term Provisions	5	6,431,647	3,845,025
<b>C. Current Liabilities</b>			
(i) Short-Term Borrowings	6	70,465,068	104,838,201
(ii) Trade Payables		14,488,721	58,177,826
(iii) Other Current Liabilities	7	188,826,774	219,286,943
(iv) Short-Term Provisions	8	149,915,947	189,051,324
<b>TOTAL</b>		<b>1,822,402,933</b>	<b>1,971,496,795</b>
<b>ASSETS</b>			
<b>A. Non-Current Assets</b>			
(i) Fixed Assets			
(a) Tangible Assets	9	599,358,225	732,185,944
(b) Intangible Assets	9	21,294	23,716
(ii) Non-Current Investments	10	91,017,992	90,891,053
(iii) Deferred Tax Assets (Net)			-
(iv) Long-Term Loans and Advances	11	35,943,579	21,587,442
(v) Other Non-Current Assets	12	91,380,963	90,209,696
<b>B. Current Assets</b>			
(i) Trade Receivables	13	615,499,392	605,286,517
(ii) Cash and Bank Balances	14	264,946,835	330,723,424
(iii) Short-Term Loans and Advances	15	124,234,652	100,589,003
<b>TOTAL</b>		<b>1,822,402,933</b>	<b>1,971,496,795</b>

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 1 to 21

The notes attached form an integral part of Balance Sheet

As per our report of even date

#### For S. Misra & Associates

Chartered Accountants  
FRN - 004972C

CA Sachindra Misra, Partner  
Membership No. - 073776

Surendra Kumar Surana  
DIN:00340866  
Managing Director

#### For and on the behalf of the Board

Shubh Karan Surana  
DIN:00341082  
Director

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer

Jaipur  
May 29, 2015

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2015

		(in Rs.)	
	Note No.	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
Revenue from Operations	16	525,116,790	705,036,604
Other Income	17	26,790,892	33,556,134
<b>TOTAL REVENUE</b>		<b>551,907,682</b>	<b>738,592,738</b>
Learning Solution Execution Expenses		101,849,827	247,396,131
Employee Benefits Expenses	18	43,458,291	35,067,281
Finance Costs	19	49,540,589	33,728,339
Other Expenses	20	112,301,445	114,398,071
Depreciation and Amortization Expenses		142,755,446	150,227,929
<b>TOTAL EXPENSES</b>		<b>449,905,598</b>	<b>580,817,751</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>102,002,084</b>	<b>157,774,988</b>
Exceptional Items		23,126,552	-
<b>Profit before tax</b>		<b>78,875,532</b>	<b>157,774,988</b>
Tax Expenses:			
(1) For Current tax		16,091,000	47,837,500
(2) For Deferred tax		7,453,663	5,165,983
(3) For Earlier Years		(529,439)	2,400,417
<b>Profit (Loss) for the period from Continuing Operations</b>		<b>55,860,308</b>	<b>102,371,088</b>
Profit/(loss) from Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
Profit/(Loss) from Discontinuing Operations (after tax)		-	-
<b>Profit/(Loss) for the year</b>		<b>55,860,308</b>	<b>102,371,088</b>
Earnings Per Equity Share			
<b>(1) Basic</b>		<b>0.71</b>	<b>1.29</b>
<b>(2) Diluted</b>		<b>0.71</b>	<b>1.29</b>

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 1 to 21

The notes attached form an integral part of Balance Sheet

As per our report of even date

#### For S. Misra & Associates

Chartered Accountants  
FRN - 004972C

CA Sachindra Misra, Partner  
Membership No. - 073776

Surendra Kumar Surana  
DIN:00340866  
Managing Director

#### For and on the behalf of the Board

Shubh Karan Surana  
DIN:00341082  
Director

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer

Jaipur  
May 29, 2015



## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(in Rs.)

	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
<b>Cash Flow from Operating Activities</b>		
Profit Before Tax	78,875,532	157,774,988
Interest Income	(23,891,240)	(30,910,189)
Depreciation	142,755,446	150,227,929
Provision for Gratuity	2,586,622	1,446,239
Provision for Diminution in value of Investments	(53,439)	(7,117)
Loss on assets sold, demolished, discarded and scrapped	43,234	-
Operating Profit before Working Capital Changes	200,316,155	278,531,849
Decrease/(Increase) in Trade Receivables (Current and Non Current)	(11,384,142)	54,580,453
Decrease/(Increase) in Loans and Advances (Current and Non Current)	(38,001,786)	(5,088,971)
Decrease/(Increase) in Other Current & Non Current Assets	0	
Increase/(Decrease) in Current & Non Current Liabilities	(101,072,447)	65,580,988
Cash Generated from Operations	49,857,779	393,604,320
Income Tax Paid	(34,908,061)	(33,788,889)
<b>Net Cash Flow from Operations</b>	<b>14,949,718</b>	<b>359,815,431</b>
<b>Cash Flow from Investing Activities</b>		
Interest Income	23,891,240	30,910,189
Purchase of Fixed Assets	(13,393,475)	(423,064,969)
(Investment)/sale in Shares, Mutual funds and NSC	(73,500)	12,500
Increase / Decrease in unpaid dividend a/c & FDRs having maturity more than 3 months	101,343,511	21,749,602
<b>Net Cash flow From Investing Activities</b>	<b>111,767,776</b>	<b>(370,392,678)</b>
<b>Cash Flows from Financing Activities</b>		
(Decrease)/Increase in Loan Funds	(54,121,567)	36,488,411
Dividend Paid (Including Dividend Tax)	(37,029,005)	(36,784,508)
<b>Net Cash Flow From Financing Activities</b>	<b>(91,150,572)</b>	<b>(296,097)</b>
Total Increase/(Decrease) in Cash and Cash Equivalents	35,566,922	(10,873,344)
Cash and Cash Equivalents at the beginning of the year	50,050,708	60,924,051
<b>Cash and Cash Equivalents at the end of the year</b>	<b>85,617,630</b>	<b>50,050,708</b>

As per our report of even date.

### For S. Misra & Associates

Chartered Accountants  
FRN - 004972C

CA Sachindra Misra, Partner  
Membership No. - 073776

Surendra Kumar Surana  
DIN:00340866  
Managing Director

### For and on the behalf of the Board

Shubh Karan Surana  
DIN:00341082  
Director

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer

Jaipur  
May 29, 2015

**NOTES TO BALANCE SHEET AS AT MARCH 31, 2015**
**NOTE 1**
**(In Rs.)**

<b>Share Capital :</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>Authorised Capital:</b>		
100,000,000 Equity Shares of Rs. 2/- each	200,000,000	200,000,000
<b>Issued , Subscribed &amp; Paid up Capital:</b>		
79,125,188 Equity Shares of Rs. 2/- each fully paid up	158,250,376	158,250,376
<b>Total</b>	<b>158,250,376</b>	<b>158,250,376</b>

**NOTE 1A**

<b>Reconciliation of shares</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>Number</b>	<b>Amount (Rs.)</b>	<b>Number</b>	<b>Amount (Rs.)</b>
<b>Shares outstanding at the beginning of the year</b>	79,125,188	158,250,376	79,125,188	158,250,376
Add: Shares Issued during the year	-	-	-	-
Add: Bonus issue during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>79,125,188</b>	<b>158,250,376</b>	<b>79,125,188</b>	<b>158,250,376</b>

**NOTE 1B**
**Particulars of equity share holders holding more than 5% of the total number of equity share capital**

<b>Sr. No.</b>	<b>Name of Shareholder</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
		<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
1	Rishab Infotech Private Limited	18,468,650	23.34%	18,468,650	23.34%
2	Sambhav Infotech Private Limited	19,897,444	25.15%	19,897,444	25.15%
3	Compucom Technologies Private Limited	16,198,858	20.47%	15,818,301	19.99%

**NOTE 1C**
**Particulars of Aggregate number of equity shares issued for the immediately preceding five years**

	<b>No. of Shares as at</b>	
	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Shares out of issued, subscribed and paid up share capital issued by way of bonus shares	25,125,188	50,250,188

- 1) The company has only one class of equity shares having par value of Rs. 2 per share. Each share holder is entitled to one vote per share.
- 2) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. Company doesn't have any preferential amounts in the Balance Sheet.
- 3) The Company declares and pays dividends in Indian rupees. The Board of Directors, in their meeting on May 29, 2015, proposed dividend @ 5% per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended on March 31, 2015 amounted to Rs. 0.95 crore including corporate dividend tax of Rs. 0.16 crore.

**NOTE 2**
**(In Rs.)**

<b>Reserves &amp; Surplus</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>(a) Capital Reserves</b>		
Opening Balance	20,921,575	20,921,575
Add: Transfer during Current Year	-	-
Add: Forfeiture of Warrant Application money	-	-
Less: Written Back during Current Year	-	-
<b>Closing Balance</b>	<b>20,921,575</b>	<b>20,921,575</b>

	(In Rs.)	
	As at March 31, 2015	As at March 31, 2014
<b>(b) Securities Premium Account</b>		
Opening Balance	135,296,524	135,296,524
Add : Securities premium credited on Issue of Shares	-	-
Less : Premium Utilised for issuing Bonus Shares	-	-
<b>Closing Balance</b>	<b>135,296,524</b>	<b>135,296,524</b>
<b>(c) Other Reserves</b>		
Opening Balance	151,903,450	151,903,450
Add: Transfer during Current Year	-	-
Less: Written Back during Current Year	-	-
Less: Adjustments during the year	3,424,934	
<b>Closing Balance</b>	<b>148,478,516</b>	<b>151,903,450</b>
<b>(d) Surplus</b>		
Opening balance	663,265,102	597,923,020
Add: Net Profit/(Loss) for the year	55,860,308	102,371,088
Add: Transfer from Reserves	-	-
Less: Proposed Dividends	9,532,581	37,029,005
Less: Transfer to Reserves	-	-
<b>Closing Balance</b>	<b>709,592,829</b>	<b>663,265,102</b>
<b>Total (a+b+c+d)</b>	<b>1,014,289,444</b>	<b>971,386,651</b>
<b>NOTE 3</b>		
<b>Long Term Borrowings</b>		
<b>Secured Loans</b>		
<b>Term loans</b>		
from other parties	147,371,258	201,492,825
(Secured against hypothecation of Equipment financed)		
<b>Total</b>	<b>147,371,258</b>	<b>201,492,825</b>
<b>NOTE 3A</b>		
<b>Maturity Profile of term loans are set out below:-</b>		
	Maturity Profile	
	1-3 years	3-5 Years
Term loan from other parties	145,414,990	1,956,268
<b>NOTE 4</b>		
<b>Other Long Term Liabilities</b>		
EMD/ SD from Vendors	5,162,856	5,420,443
Greater Noida Export Promotion Industrial Park	369,239	369,239
Trade Payables	57,703,367	57,703,367
<b>Total</b>	<b>63,235,462</b>	<b>63,493,049</b>
<b>NOTE 5</b>		
<b>Long Term Provisions</b>		
<b>Provision for employees benefits</b>		
Gratuity	6,431,647	3,845,025
<b>Total</b>	<b>6,431,647</b>	<b>3,845,025</b>

	(In Rs.)	
	As at March 31, 2015	As at March 31, 2014
<b>NOTE 6</b>		
<b>Short Term Borrowings</b>		
<b>Secured</b>		
<b>(a) Loans repayable on demand</b>		
Overdraft from banks	69,579,001	58,589,974
(Secured By Land & Building situated at IT 14-15, Sitapura, Jaipur and secured by FDR)		
Current Accounts	886,067	46,248,227
<b>Total (a+b)</b>	<b>70,465,068</b>	<b>104,838,201</b>
<b>NOTE 7</b>		
<b>Other Current Liabilities</b>		
Current maturities of Long-Term debts	87,793,771	96,335,792
Income received in advance	89,150,806	111,819,026
Unpaid dividends	1,404,688	1,423,869
Interest accrued and but not due on borrowings	2,930,390	3,605,558
<b>Other payables</b>		
Provision for Expenses	1,921,471	643,378
Government Dues Payable	5,625,649	5,459,322
<b>Total</b>	<b>188,826,774</b>	<b>219,286,943</b>
<b>NOTE 8</b>		
<b>Short Term Provisions</b>		
<b>(a) Provision for employees benefits</b>		
Salary & Allowances	2,803,017	4,835,081
<b>(b) Others</b>		
Proposed Dividend	7,912,519	31,650,075
Dividend Tax	1,620,062	5,378,930
Provision for Income Tax	13,091,000	32,437,500
Provision for Projects Execution Expense	124,489,349	114,749,738
<b>Total (a+b)</b>	<b>149,915,947</b>	<b>189,051,324</b>

**NOTE 9**

**DEPRECIATION AS PER COMPANIES ACT, 2013 FOR THE PERIOD ENDED ON MARCH 31, 2015**

(in Rs.)

FIXED ASSETS		GROSS BLOCK				ACCUMULATED DEPRECIATION					NET BLOCK	
	As at April 1, 2014	Additions	Disposals	Revaluations (Impairments)	As at March 31, 2015	As at April 1, 2014	Depreciation Charged for the year	Adjustments Due to Revaluations	On Disposals	As at March 31, 2015	As at March 31, 2015	As at April 1, 2014
A. TANGIBLE ASSET												
Land	12,909,255	-	-	-	12,909,255	-	-	-	-	-	12,909,255	12,909,255
Buildings	25,839,372	-	-	-	25,839,372	5,753,874	407,759	-	-	6,161,633	19,677,739	20,085,498
Assets under lease	5,505,132	-	-	-	5,505,132	1,183,822	87,785	-	-	1,271,607	4,233,525	4,321,310
Plant and Equipment	1,499,460,693	5,127,633	2,344,751	-	1,502,243,575	980,969,497	117,946,516	-	-	1,098,916,013	403,327,562	518,491,196
Furniture and Fixtures	124,679,329	8,265,842	1,081,765	-	131,863,406	59,851,414	15,705,889	-	-	75,557,303	56,306,103	64,827,915
Vehicles	7,713,388	-	41,652	-	7,671,736	4,198,140	1,019,744	-	-	5,217,884	2,453,852	3,515,248
Power Plants	170,825,200	-	-	-	170,825,200	62,789,678	7,585,333	-	-	70,375,011	100,450,189	108,035,522
Total (A)	1,846,932,369	13,393,475	3,468,168	-	1,856,857,676	1,114,746,425	142,753,026	-	-	1,257,499,451	599,358,225	732,185,944
B. INTANGIBLE ASSET												
Computer software	16,920,840	-	-	-	16,920,840	16,920,840	-	-	-	16,920,840	-	-
Marketing Rights	8,020,826	-	-	-	8,020,826	8,020,826	-	-	-	8,020,826	-	-
Hologram	24,200	-	-	-	24,200	484	2,420	-	-	2,904	21,296	23,716
Total (B)	24,965,866	-	-	-	24,965,866	24,942,150	2,420	-	-	24,944,570	21,294	23,716
GRAND TOTAL (A+B)	1,871,898,235	13,393,475	3,468,168	-	1,881,823,542	1,139,688,575	142,755,446	-	-	1,282,444,021	599,379,519	732,209,660

**Note 10**

**Non-Current Investments**

(in Rs.)

	As at March 31, 2015	As at March 31, 2014
<b>Details of Investment</b>		
<b>Trade Investments (Refer A below)</b>		
Investment in Equity instruments	261,813	261,813
Investments in Mutual Funds	600,000	600,000
<b>Total (a)</b>	<b>861,813</b>	<b>861,813</b>
<b>Other Investments (Refer B below)</b>		
Investment in Equity instruments	89,424,400	89,424,400
Investments in Government or Trust securities	1,065,500	992,000
<b>Total (b)</b>	<b>90,489,900</b>	<b>90,416,400</b>
<b>Grand Total (a + b)</b>	<b>91,351,713</b>	<b>91,278,213</b>
Less : Provision for diminution in the value of Investments	333,721	387,160
<b>TOTAL</b>	<b>91,017,992</b>	<b>90,891,053</b>
Aggregate amount of quoted investments (Market value of 5,32,797)	676,426	667,005
Aggregate amount of unquoted investments	185,387	194,808



A. Details of Trade Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2015	As at March 31, 2014			As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014		
(a)	Investment in Equity Instruments											
1	Apple Finance Ltd	Others	100	100	Quoted	Fully paid	Less Than 1%		1,944		Yes	
2	Birla Power Solutions Ltd	Others	1,200	1,200	Quoted	Fully paid	Less Than 1%		2,625		Yes	
3	Datapro Information Tech	Others	100	100	Quoted	Fully paid	Less Than 1%		365		Yes	
4	Hmt Ltd	Others	100	100	Quoted	Fully paid	Less Than 1%		1,235		Yes	
5	Autopal Industries Ltd.	Others	100	100	Quoted	Fully paid	Less Than 1%		2,151		Yes	
6	Jenson & Nicholson India Ltd.	Others	50	50	Quoted	Fully paid	Less Than 1%		2,172		Yes	
7	Ativ Projects India Ltd	Others	1,700	1,700	Quoted	Fully paid	Less Than 1%		12,330		Yes	
8	Fedral Bank	Others	100	100	Quoted	Fully paid	Less Than 1%		3,476		Yes	
9	Lok Housing	Others	100	100	Quoted	Fully paid	Less Than 1%		19,180		Yes	
10	Uniworth International Ltd	Others	900	900	Quoted	Fully paid	Less Than 1%		8,865		Yes	
11	Dunlop India Ltd.	Others	100	100	Quoted	Fully paid	Less Than 1%		2,677		Yes	
12	Denso India	Others	100	100	Quoted	Fully paid	Less Than 1%		2,060		Yes	
13	Rpg Life Sciences	Others	50	50	Quoted	Fully paid	Less Than 1%		4,380		Yes	
14	Spice Mobile Ltd	Others	200	200	Quoted	Fully paid	Less Than 1%		1,220		Yes	
15	Oswal Agro Mills Ltd	Others	300	300	Quoted	Fully paid	Less Than 1%		2,325		Yes	
16	Rhodia Speciality Chemicals India Ltd	Others	50	50	Quoted	Fully paid	Less Than 1%		9,420		Yes	
17	Alpine Industries Ltd.	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		7,275		Yes	
18	Altos Ltd.	Others	400	400	Un-Quoted	Fully paid	Less Than 1%		11,969		Yes	
19	Amrut Ltd.	Others	1,000	1,000	Un-Quoted	Fully paid	Less Than 1%		15,200		Yes	
20	BPL Refrigerator	Others	300	300	Un-Quoted	Fully paid	Less Than 1%		4,025		Yes	
21	Bpl Sanyo Tech	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		1,315		Yes	
22	Compulearn	Others	4,550	4,550	Un-Quoted	Fully paid	Less Than 1%		25,888		Yes	
23	CRB Caps	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		3,283		Yes	
24	Data Lines & Research	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		1,250		Yes	
25	Elbee	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		9,595		Yes	
26	G.R.Market	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		875		Yes	
27	Hind Develop	Others	1,500	1,500	Un-Quoted	Fully paid	Less Than 1%		20,682		Yes	
28	Hind Power Plus	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		7,052		Yes	
29	Ifb Venture	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		415		Yes	
30	Iggi Resorts	Others	1,000	1,000	Un-Quoted	Fully paid	Less Than 1%		13,090		Yes	
31	Master Plus	Others	1,300	1,300	Un-Quoted	Fully paid	Less Than 1%		18,130		Yes	
32	Modi Xerox Ltd.	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		4,836		Yes	
33	Orkay Ind.	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		2,700		Yes	
34	Paam Pharma	Others	300	300	Un-Quoted	Fully paid	Less Than 1%		3,240		Yes	

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2015	As at March 31, 2014			As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014		
35	Palpeugaut	Others	500	500	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	3,525	3,525	Yes	
36	Pcl Ltd.	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	2,515	2,515	Yes	
37	Pru Cap Market	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	1,667	1,667	Yes	
38	Pansumi India	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	470	470	Yes	
39	Raj Trustee Co	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	10,000	10,000	Yes	
40	Sanghi Polyster	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	640	640	Yes	
41	South Shipping	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	5,505	5,505	Yes	
42	Standard Batt	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	2,530	2,530	Yes	
43	Usha India	Others	400	400	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	4,560	4,560	Yes	
44	Wool Worth	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	3,156	3,156	Yes	
									261,813	261,813		
(b)	Investments in Mutual Funds											
1	Baroda Pioneer Fund	Others	50,000	50,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	500,000	500,000	Yes	
2	Reliance Liquid Fund - T.P.	Others	71	71	Quoted	Fully Paid	Less Than 1%	Less Than 1%	100,000	100,000	Yes	
									600,000	600,000		
	Total								861,813	861,813		

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2015	As at March 31, 2014			As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014		
(a)	Investment in Equity Instruments											
	IT Neer Inc.(USA)	Subsidiary	1,000,000	1,000,000	Unquoted	Fully paid	100%	100%	43,924,400	43,924,400	Yes	
	CSL Infomedia Pvt. Ltd.	Subsidiary	4,550,000	4,550,000	Unquoted	Fully paid	65%	65%	45,500,000	45,500,000	Yes	
(b)	Investments in Government or Trust securities											
	NSC in Post office	Others	-	-	-	-	-	-	1,065,500	992,000	Yes	
	Total								90,489,900	90,416,400		

	(In Rs.)	
	As at March 31, 2015	As at March 31, 2014
<b>NOTE 11</b>		
<b>Long Term Loans and Advances</b>		
<b>(a) Security Deposits</b>		
Unsecured, considered good	9,474,793	9,085,393
<b>Total (a)</b>	9,474,793	9,085,393
<b>(b) Other loans and advances</b>		
Unsecured, considered good		
Withholding Income Tax and others	26,468,786	11,160,338
Advance Income Tax	-	1,341,711
<b>Total (b)</b>	26,468,786	12,502,049
<b>Total (a+b)</b>	<b>35,943,579</b>	<b>21,587,442</b>
<b>NOTE 12</b>		
<b>Other Non Current Assets</b>		
<b>Others</b>		
Unsecured, considered good		
-Transline business solutions	833,256	833,256
- CPS Tool Kit	1,685,309	1,685,309
-Trade Receivable	88,862,398	87,691,131
<b>Total</b>	<b>91,380,963</b>	<b>90,209,696</b>
<b>NOTE 13</b>		
<b>Trade Receivables</b>		
Trade receivables outstanding for a period less than six months:		
Secured, considered good		
Unsecured, considered good	160,372,467	205,888,926
Unsecured, considered doubtful	160,372,467	205,888,926
Trade receivables outstanding for a period exceeding six months:		
Secured, considered good		
Unsecured, considered good	455,126,926	399,397,591
Unsecured, considered doubtful	455,126,926	399,397,591
Less: Advances from debtors	-	-
<b>Total</b>	<b>615,499,392</b>	<b>605,286,517</b>
<b>NOTE 14</b>		
<b>Cash and bank balances</b>		
<b>a. Cash and Cash Equivalents</b>		
a. Balances with banks including FDRs having maturity less than 3 months	84,996,545	48,888,294
b. Cheques, drafts on hand	34,422	-
c. Cash on hand	586,663	1,162,414
<b>Total (a)</b>	85,617,630	50,050,708
<b>b. Other Bank balances</b>		
a. Unpaid dividend a/c	1,404,688	1,423,868
b. FDR's with Bank having maturity more than 3 months	177,924,517	279,248,848
<b>Total (b)</b>	179,329,205	280,672,716
<b>Total (a+b)</b>	<b>264,946,835</b>	<b>330,723,424</b>

	(In Rs.)	
	As at March 31, 2015	As at March 31, 2014
<b>NOTE 14A</b>		
A. Bank deposits with more than 12 months maturity from the date of Balance Sheet	32,687,157	78,430,858
B. Above stated cash and bank balances includes FDRs of Rs 9.32 Crore which are under bank's lien against bank guarantee issued by bank on behalf of the company.		
<b>NOTE 15</b>		
<b>Short-term loans and advances</b>		
<b>a. Loans and advances to related parties</b>		
Unsecured, considered good	-	-
<b>Total (a)</b>	-	-
<b>b. Others (specify nature)</b>		
Unsecured, considered good		
For Supply of Goods and Services	1,386,155	3,081,882
Interest accrued but not due	3,507,832	3,417,068
Advance Income Tax	54,283,684	55,672,950
VAT Input	-	414,427
Prepaid Expenses	4,921,937	1,335,986
Accrued Income	59,035,841	35,507,382
Advances to Employees- Salary Advance	1,099,203	1,159,309
<b>Total (b)</b>	124,234,652	100,589,003
<b>Total (a+b)</b>	<b>124,234,652</b>	<b>100,589,003</b>

## NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2015

### NOTE 16

Revenue From Operations	For the Year Ended on March 31, 2015	For the Year Ended on March 31, 2014
Sale of products (Wind Power Generation)	18,923,003	20,278,027
Sale of services	506,193,787	684,758,577
<b>Total</b>	<b>525,116,790</b>	<b>705,036,604</b>

### NOTE 17

#### Other Income

Interest Income	25,576,508	30,910,189
Long Term Capital Gain	-	1,341,000
Other non-operating income	1,214,384	1,304,945
<b>Total</b>	<b>26,790,892</b>	<b>33,556,134</b>

### NOTE 18

#### Employees Benefit Expenses

(a) Salary and Allowances	34,931,337	30,110,314
(b) Contributions to Provident fund and ESI	5,817,780	3,356,339
(c) Contributions to Gratuity fund	2,586,622	1,472,789
(d) Staff welfare Expenditures	122,552	127,839
<b>Total</b>	<b>43,458,291</b>	<b>35,067,281</b>

	(In Rs.)	
	For the Year Ended on March 31, 2015	For the Year Ended on March 31, 2014
<b>NOTE 19</b>		
<b>Finance costs</b>		
Interest expense	44,934,776	32,182,400
B.G. Commission & Bank Charges	4,605,813	1,545,939
<b>Total</b>	<b>49,540,589</b>	<b>33,728,339</b>
<b>NOTE 20</b>		
<b>Other Expenditures</b>		
Advertisement and Publicity Expenditures	903,332	3,198,613
Auditor's Remuneration		
- For Company Law Matters	220,200	170,787
- For Taxation Matters	51,300	42,697
Bad Debts Written off	75,507,724	74,264,706
Communication Expenditures	1,022,723	934,958
Director Sitting Fees	137,762	121,350
Donations	4,721,000	1,247,000
Insurance Expenditures	1,598,225	2,112,557
Office & General Expenditures	1,596,177	3,380,981
Printing and Stationary	575,656	801,058
Rent and Facility Support	684,280	735,100
Corporate Social Responsibility Expenditures	2,245,532	1,051,976
Repair and Maintenance	2,315,545	2,020,213
Operation and Maintenance (Wind Power)	2,828,163	1,745,216
Vehicle Running and Maintenance	2,070,670	1,204,363
Traveling and Conveyance Expenditures	2,478,969	2,453,185
Water and Electricity Expenditures	2,327,237	2,185,254
Legal and Professional Expenditures	2,496,438	2,156,869
Interest on Taxes	94,735	44,965
Diminution in the value of investment	-53,439	-7,117
Project Execution Expenditures (JVNL)	5,254,296	7,365,502
Software	2,035,749	-
Project Execution Expenditures (LDMS)	1,189,171	7,167,837
<b>Total</b>	<b>112,301,445</b>	<b>114,398,071</b>

**Note :21**

## **SIGNIFICANT ACCOUNTING POLICIES:**

- A. Basis of preparation of Financial Statements:** The financial statements have been prepared on accrual basis under the historical cost convention, in conformity with all material aspects with the generally accepted accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the requirements of the Companies Act, 2013.
- B. Use of Estimates:** The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.
- C. Revenue Recognition:** Revenue from time and material contracts for software development is recognized on completion of contracts or at stages as per the applicable terms and conditions agreed with the customers and when the deliverables are dispatched to customers. In case of fixed price contracts, revenue is recognized on milestones achieved as specified in the contracts on the proportionate completion method on the basis of work completed. Interest on deployment of surplus funds is recognized over the period of deployment using interest rate implicit in the transaction. Dividend income is accounted for on receipt basis.
- D. Fixed Assets and Depreciation:** Fixed Assets are stated at cost less accumulated depreciation. Cost includes all expenses related to acquisition and installation of the concerned assets and any attributable cost of bringing the asset to the condition of its intended use. Direct financing cost incurred during the construction period on major projects is also



capitalized. Exchange differences on repayment and year-end translation of foreign currency liabilities relating to acquisition of fixed assets are adjusted to the carrying cost of the respective assets.

Pursuant to applicability of Companies Act, 2013 for accounting period commencing after April 1, 2014 the company has provided for the depreciation based on the useful life of the assets (except for those used for specific period projects on which the depreciation has been provided over the life of project) as prescribed in the schedule II of the Companies Act, 2013. The carrying amount as on 01.04.2014 is depreciated over the remaining useful life of the assets. Providing the depreciation as per the schedule II of Companies Act, 2013 has resulted the decrease in depreciation of Rs. 37.12 lacs for the year ended on March 2015 and Rs 4.90 lacs for the quarter ended on March 31, 2015.

As Per the requirement of schedule II of The Companies Act, 2013 where the remaining useful life of any asset is nil as per the said schedule, the carrying amount of the same as on 01.04.2014 retaining the residual value of the assets, has been recognized in the retained earnings. The amount of the effect is Rs. 34,24,934/- which has been transferred to Profit and Loss account under note 2 named, Reserves & Surplus.

- E Foreign Currency Transactions:** Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. Exchange gains/losses are recognized in the Statement of Profit and Loss except in respect of liabilities incurred to acquire fixed assets in which case, they are adjusted to the carrying amount of such fixed assets.
- F Investments:** Non-Current investments are carried at cost. Provision for diminution, if any, in the value of each Non-Current investment is made to recognize a decline or surplus, other than that of a temporary nature. Current investments intended to be held for less than one year are stated at the lower of cost and market value and the resultant decline, if any, is charged to revenue and the carrying amount of investments is reduced to that extent. Investment in subsidiary companies is accounted on cost method. Under the method, Company recognizes only dividend received from subsidiary as income. Undistributed profits of subsidiary are not accounted.
- G Retirement Benefits:** The Company provides retirement / post retirement benefits in the form of gratuity. Such benefits are provided for based on valuations as on the date of balance sheet.
- H Borrowing Costs:** Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognized as an expense in the period in which they are incurred.
- I Segment Reporting:** Identifiable revenues and expenses of each segment are directly attributed to the segment while non-identifiable expenses are allocated on the basis of use of particular resources in an undertaking.
- J Provision for Current and Deferred Tax:** Income taxes have been computed using the tax effect accounting method, where taxes are accrued in the same period as the related revenue and expenses. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to timing differences between the taxable income and the accounting income for a period. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the timing differences are expected to be recovered or settled. The effect of changes in the tax rates on deferred tax assets and liabilities is recognized in the statement of income in the period of change. Deferred tax assets are recognized based on management's judgment as to the sufficiency of future taxable income against which the deferred tax asset can be realized.
- K Impairment of Assets:** An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount. The management has not identified any indication of impairment of asset from internal or external source of information.
- L Provision and contingent liabilities:** A Provision is recognized if, as a result of past event, the company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimates of the outflow of the economic benefits required to settle the obligation at the reporting date. Where no reliable estimates can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## Notes on Accounts

### 1. Contingent liabilities:

- i. Bank Guarantees outstanding Rs. 33,88,09,016/- (Previous year Rs. 34,23,89,058/- ) Counter Guarantee given by the company of Rs. 33,88,09,016/- (Previous year Rs. 34,23,89,058/-)
- ii. During the F. Y. 2010-11, the company has received a penalty order u/s 271(1)(c) of the Income Tax Act, 1961 amounting to Rs. 8,50,287/- for the A.Y. 2005-06. The said penalty order is still pending before the Hon'ble Income Tax Appellate Tribunal, Jaipur Bench.
- iii. During the F.Y. 2011-12, the company has received an order from The Commissioner, Central Excise, Jaipur for deposition of Service Tax liability of Rs. 2,24,71,199/- and penalty of Rs. 2,24,71,199/-. Against this order an appeal has been filed before, The Custom, Excise, Service Tax Appellate Tribunal, New Delhi (CESTAT). The Company has been granted stay by the CESTAT to deposit the demand. The decision for the same is still pending.
- iv. During the F.Y. 2013-14, the company has received an order from The Commissioner, Central Excise, Jaipur-I for deposition of Service Tax liability of Rs. 2,69,10,407/- and penalty of Rs. 2,69,10,407/-. Against this order an appeal has been filed before, The Custom, Excise, Service Tax Appellate Tribunal, New Delhi (CESTAT). The Company has been granted stay by the CESTAT to deposit the demand. The decision for the same is still pending.
- v. The Company has received an order u/s 143(3) of Income Tax Act, 1961 for the A.Y. 2012-13 raising a demand of Rs. 3,19,17,890/- out of which an amount of Rs. 1,57,30,219/- has been adjusted by the department against the refund receivable for the A.Y. 2013-14. The Company has gone into appeal before Commissioner of Income Tax (Appeals), the same is still pending.
- vi. The Company received a demand order on 06.05.2015 from CTO, Circle-B, Jaipur for the F.Y. 2009-10 to F.Y. 2012-13 raising Entry Tax demand of Rs. 94,87,706/- (including interest). The Company has gone into appeal before The Deputy Commissioner, Appeals-I and the decision for the same is still pending.
- vii. During the year company has received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 67,75,356/- for the period October 2011 to March 2013, interest subject to a maximum of Rs. 67,75,356/- and a penalty u/s 76 of the Finance Act, 1994 for Rs. 100/- per day during which the failure continues or at the rate 1% of the amount of service tax due, per month, whichever is higher, starting with the first day after due date till the date of actual payment of the outstanding amount of service tax, subject to maximum amount of Rs. 67,75,356/-. And also the commissioner has imposed a penalty of Rs. 10,000/- u/s 77(2) of the Finance Act, 1994. Against this order company has filed an appeal before Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi. The same is still pending.
- viii. During the year 2013-14, the company received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 1,24,52,639/- and a penalty for the same amount for the period April 2008 to March 2011. Against this order company has files an appeal before Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi. The same is still pending.

### 2. Foreign exchange earnings and outgo:

CIF value of Imports is Rs. Nil (Previous year NIL)

Other expenses incurred in foreign currency on manpower, administrative and marketing expenses – Rs. Nil (Previous year Rs. 89,086 /-).

FOB value of exports – Rs. 3,26,15,751/- (Previous year Rs. 3,54,12,646 /-).

3. The Balance of Trade receivables, Loans & Advances, Current Liabilities and secured loans are subject to confirmation and reconciliation from such parties. The classification of Trade Receivables in terms of realization has been done on the basis of information and explanations provided by the management.
4. The classification of assets and liabilities into long term or short term as required under schedule III of companies act, 2013 has been done on the basis of information, explanations and the estimates given by the management.
5. The previous year's figures have been regrouped /rearranged, wherever found necessary.

### 6. Dividend remitted in foreign currency:

PARTICULARS	2014-15	2013-14
For the Financial Year 2012-13	-	4,26,900/-
For the Financial Year 2013-14	4,26,900/-	-
No. of Shares	10,67,250	10,67,250

### 7. Dues to Small-Scale Industrial Undertakings:

The Company had no outstanding dues for more than Rs. 5,00,000/- to any Small-Scale Industrial Undertaking.

8. A provision for diminution in the value of Non-Current investments of Rs. 3,33,721/- for current year has been made whereas provision of diminution in value of Non-current investments of Rs. 3,87,160/- related to previous year has been written back, as it is no longer required. The net effect of the above amount has been considered in the Statement of Profit and Loss.

**9. Earnings per share:**

Particulars	2014-15	2013-14
A. Profit Attributable to equity shareholders (Rs.)	5,58,60,308/-	10,23,71,088/-
B. Weighted Average Number of Equity Shares (Face Value of Rs. 2/-)	7,91,25,188	7,91,25,188
C. Nominal Value of Equity Shares (Rs.)	2/-	2/-
D. EPS (Basic & Diluted) [A / B]	0.71	1.29

**10. Deferred Taxes:**

Deferred Tax Liabilities:	As at 31.03.2015	As at 31.03.2014
Opening balance	Rs. 16,74,573/-	Rs. (34,91,410/-)
Adjustment of Deferred Tax		
Charged to Statement of Profit & Loss	Rs. 74,53,663/-	Rs. 51,65,983/-
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>Rs. 91,28,236/-</b>	<b>Rs. 16,74,573/-</b>

**11. Retirement Benefits:**

- a) The Company operates post retirement defined benefit plans as follows:  
i. Post Retirement Gratuity  
b) Details of the post retirement gratuity plan are as follows:

Description	In Rs.
<b>1. Reconciliation of opening and closing balances of obligation</b>	
a. Opening Defined Benefit Obligation as at 1.4.2014	38,45,025
b. Current Service Cost	21,05,911
c. Interest Cost	3,07,602
d. Actuarial (Gain)/Loss	1,73,109
e. Benefits Paid	-
The defined benefit obligation as at 31.3.2015 is funded by the Company	64,31,647
<b>2. Change in Plan Assets (Reconciliation of opening &amp; closing balances)</b>	
a. Fair Value of Plan Assets as at 1.4.2014	-
b. Expected return on Plan Assets	-
c. Actuarial Gain/(Loss)	-
d. Contributions	-
e. Benefits Paid	-
f. Fair Value of Plan Assets as at 31.3.2015	-
<b>3. Reconciliation of fair value of assets and obligations</b>	
a. Fair Value of Plan Assets as at 31.3.2015	-
b. Present Value of Obligation as at 31.3.2015	64,31,647
c. Amount recognised in the Balance Sheet	64,31,647
<b>4. Expense recognised during the year</b>	
a. Current Service Cost	21,05,911
b. Interest Cost	3,07,602
c. Expected return on Plan Assets	-
d. Actuarial (Gain)/Loss	1,73,109
e. Past Service Cost	-
f. Losses/(gains) on curtailments and settlement	-
g. Expense recognised during the year	25,86,622
<b>5. Investment Details</b>	<b>% invested</b>
a. GOI Securities	-
b. Public Sector Unit Bonds	-
c. State / Central Guaranteed Securities	-
d. Special Deposit Schemes	-
e. Private Sector Bonds	-
f. Others (including bank balances)	-

**6. Assumptions**

a. Discount Rate (per annum)	8.00%
b. Estimated Rate of return on Plan Assets (per annum)	-
c. Rate of Escalation in Salary (per annum)	7.00%

**12. Related Party Disclosures:**

**A. List of Related Parties:**

**(i) Parties where control exists: Subsidiary Companies:**

- ITneer Inc.
- CSL Infomedia Private Limited

**(ii) Associates & Joint Ventures:**

- Tekmark CSL Inter Solutions LLC

**(iii) Other related parties with whom transactions have taken place during the year:**

**a) Key Management Personnel:**

- Mr. Surendra Kumar Surana, Managing Director
- Mr. Ajay Kumar Surana, Director
- Mr. Shubh Karan Surana, Director
- Mr. Vishnu Bargoti, Chief Financial Officer (Till 24.03.2015)
- Mr. Sanjeev Nigam, Chief Financial Officer (From 25.03.2015 onwards)
- Mrs. Swati Jain, Company Secretary and Compliance Officer

**b) Enterprises over which the key management personnel exercises Significant influence:**

- Rishabh Infotech Private Limited
- Sambhav Infotech Private Limited
- Compucom Technologies Private Limited
- Compucom Foundation
- Compucom (India) Private Limited
- Compucom Software Limited Employee Welfare Trust

**c) Others:**

- Mrs. Trishla Rampuria (Relative of Key Managerial Personnel)

**B. Transactions with the related parties:**

(Rs. in lacs)

Nature of Transaction	Subsidiary	Associates	Key Management Personnel	Enterprises over which the key management personnel exercises significant influence
Investment Made	14.31	0.00	0.00	0.00
Services Rendered	324.37	0.00	0.00	0.00
Services received	176.64	0.00	0.99	0.29
Purchase of assets	0.00	0.00	0.00	0.00
Sale of assets	0.00	0.00	0.00	0.00
Dividend paid	0.00	0.00	12.32	253.71
Rent incurred	0.00	0.00	4.98	1.80
Rent earned	1.98	0.00	3.14	1.17
Remuneration	0.00	0.00	24.25	0.00
Interest Paid	0.00	0.00	0.00	0.00
<b>Outstanding Balance as on 31.03.2015</b>				
-Receivables	78.63	0.00	1.14	0.00
-Payables	0.00	0.00	0.00	0.00

**13. Segment reporting:**

The Company has three reportable segments through its three undertakings,

Undertaking	A	B	C
<b>Business</b>	Software and E-governance Services	Learning Solutions	Wind Power Generation
	Provides software support & development and E-Governance services	Provides Computer education and training services.	Generates Electricity through the use of Wind Power.

Organizational structure of the company and also the process of performance measurement and making decisions of allocation of resources amongst these activities, supports these operations constituting distinct segments for reporting of financial information. Accordingly revenues and expenses are attributed and allocated to these three segments.

Secondary segment reporting is performed on the basis of geographical location of customers.

Fixed assets and liabilities are not identifiable between business segments as these are used interchangeably between them. Management believes that it is not practicable to provide segment disclosures of total assets and liabilities, except in the Wind Power Project in which total capital outlay is Rs. 17.08 crores.

**(a) Primary Reporting Segment on the basis of Business Segment:**

**(Rs. in Lacs)**

Segment	Software Services		Learning Solutions		Wind Power Generation		Treasury		Total	
	14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14
a) Revenue	456.50	596.35	4605.43	6251.23	189.23	202.78	267.91	335.56	5519.06	7385.92
b) Identifiable operating expenses	223.81	293.32	2254.86	3483.85	29.34	17.71	-	-	2508.01	3794.88
c) Allocated expenses	72.98	55.56	2008.52	1823.71	97.90	91.08	-	-	2179.40	1970.35
d) Segment operating income (a-b-c)	159.71	247.47	342.05	943.66	61.99	94.00	267.91	335.56	831.66	1620.69
e) Unallocable expenses	-	-	-	-	-	-	-	-	42.90	42.95
f) Profit before taxes (d-e)	-	-	-	-	-	-	-	-	788.76	1577.75
g) Income Taxes	-	-	-	-	-	-	-	-	230.16	554.04
h) Profit after Taxes (f-g)	-	-	-	-	-	-	-	-	558.60	1023.71

**(b) Secondary Segment Reporting on the basis of Geographical location of revenues earned**

**(Rs. in Lacs)**

Segment	USA		India		Total	
	14-15	13-14	14-15	13-14	14-15	13-14
Revenue	326.16	354.13	5192.90	7031.80	5519.06	7385.92
Identifiable Operating expenses	158.95	145.50	2349.06	3649.38	2508.01	3794.88
Allocated Expenses	50.50	27.78	2128.90	1942.57	2179.40	1970.35
Segment Operating Income	116.71	180.85	714.95	1439.84	831.66	1620.69
Unallocable expenses	-	-	-	-	42.90	42.95
Profit Before Taxes	-	-	-	-	788.76	1577.75
Income Taxes	-	-	-	-	230.16	554.04
Profit After Taxes	-	-	-	-	558.60	1023.71

**For S. Misra & Associates**

Chartered Accountants

FRN - 004972C

CA Sachindra Misra, Partner  
Membership No. - 073776

Surendra Kumar Surana  
DIN:00340866  
Managing Director

**For and on the behalf of the Board**

Shubh Karan Surana  
DIN:00341082  
Director

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer

Jaipur  
May 29, 2015

## Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
In the prescribed form AOC-1

### Part "A": Subsidiaries

Amounts in lakhs except % of shareholding

Particulars	Details	
Name of the subsidiary	ITneer, Inc., USA	CSL Infomedia Private Ltd.
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2015	March 31, 2015
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	1USD=62.59	
Share capital	626	700
Reserves & surplus	77	(192)
Total assets	811	828
Total Liabilities	107	320
Investments	100	.20
Turnover	599	413
Profit before taxation	20	(39)
Provision for taxation	-	-
Profit after taxation	14	(34)
Proposed Dividend	-	-
% of shareholding	100%	65%

#### Notes:

- Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on March 31, 2015.
- The reporting period for all the subsidiaries is March, 2015.

For and on the behalf of the Board

Jaipur  
May 29, 2015

Surendra Kumar Surana  
DIN: 00340866  
Managing Director

Shubh Karan Surana  
DIN: 00341082  
Director

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer



## INDEPENDENT AUDITOR'S REPORT

To

The members of  
M/s. Compucom Software Limited  
Jaipur

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated Financial Statements of M/s. Compucom Software Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Management is responsible for the preparation of these consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidences obtained by us and the audit evidences obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2015;
- ii. in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- iii. in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

### Other Matters

We did not audit the financial statements / financial information of one of its subsidiaries namely, ITneer Inc. whose financial statements financial information reflect total assets of Rs. 7,98,49,454/- as at March 31, 2015, total revenues of Rs. 5,77,50,516/- and net cash flows of Rs. 28,79,541/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements, financial information certified by the Management.

### FOR S. MISRA & ASSOCIATES

Chartered Accountants  
FRN-004972C

### CA SACHINDRA MISRA

Partner  
M. No. 073776

Jaipur  
May 29, 2015

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

			(Rs.)
	Note No.	As at March 31, 2015	As at March 31, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>A. Shareholders' funds</b>			
(i) Share Capital	1	158,250,376	158,250,376
(ii) Reserves and Surplus	2	1,026,874,633	981,956,027
<b>B. Share application money pending allotment</b>		-	-
<b>C. Minority Interest</b>		17,783,401	19,059,764
<b>D. Non-Current Liabilities</b>			
(i) Long-Term Borrowings	3	147,371,258	201,492,825
(ii) Deferred Tax Liabilities (Net)		9,978,035	2,973,499
(iii) Other Long Term Liabilities	4	63,460,962	63,693,549
(iv) Long-Term Provisions	5	7,189,788	3,845,025
<b>E. Current Liabilities</b>			
(i) Short-Term Borrowings	6	79,193,754	116,939,931
(ii) Trade Payables		16,065,894	59,029,294
(iii) Other Current Liabilities	7	210,692,550	248,883,951
(iv) Short-Term Provisions	8	150,932,322	190,101,311
<b>TOTAL</b>		<b>1,887,792,972</b>	<b>2,046,225,555</b>
<b>ASSETS</b>			
<b>A. Non-Current Assets</b>			
(i) Fixed Assets			
(a) Tangible Assets	9	667,066,965	801,036,679
(b) Intangible Assets	9	978,673	1,281,093
(ii) Non-Current Investments	10	11,438,990	15,013,796
(iii) Long-Term Loans and Advances	11	35,943,579	21,826,735
(iv) Other Non-Current Assets	12	91,380,963	90,209,696
<b>B. Current Assets</b>			
(i) Trade Receivables	13	646,884,009	645,695,414
(ii) Cash and Cash Equivalents	14	301,434,015	362,622,154
(iii) Short-Term Loans and Advances	15	132,665,777	108,539,988
<b>TOTAL</b>		<b>1,887,792,972</b>	<b>2,046,225,555</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 to 21

This is the Consolidated Balance Sheet referred to in our report of even date

**For S. Misra & Associates**

Chartered Accountants

FRN - 004972C

CA Sachindra Misra, Partner  
Membership No. - 073776

Surendra Kumar Surana  
Managing Director & CEO  
DIN:00340866

**For and on the behalf of the Board**

Shubh Karan Surana  
Director  
DIN:00341082

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer

Jaipur  
May 29, 2015

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2015

		(Rs.)	
	Note No.	Year Ended March 31, 2015	Year Ended March 31, 2014
Revenue from Operations	16	560,567,109	750,209,104
Other Income	17	31,867,714	37,778,684
<b>TOTAL REVENUE</b>		<b>592,434,823</b>	<b>787,987,788</b>
<b>Expenditures:</b>			
Employee Benefits Expenditures	18	63,250,471	53,897,727
Learning Solution Expenditures		90,368,261	246,831,320
Finance Costs	19	50,338,738	33,853,467
Depreciation and Amortization Expenditures		146,366,583	152,859,177
Other Expenses	20	142,402,810	150,785,665
<b>TOTAL EXPENDITURES</b>		<b>492,726,861</b>	<b>638,227,354</b>
<b>Profit before Exceptional and Extraordinary Items and Tax</b>		<b>99,707,962</b>	<b>149,760,434</b>
Exceptional Items		(23,126,552)	-
<b>Profit before Extraordinary Items and Tax</b>		<b>76,581,410</b>	<b>149,760,434</b>
Extraordinary Items		-	-
<b>Profit before Tax</b>		<b>76,581,410</b>	<b>149,760,434</b>
Tax Expenditures:			
(1) For Current tax		16,634,163	48,205,345
(2) For Deferred tax		7,161,730	5,487,845
(3) For Earlier Years		(529,439)	2,400,417
<b>Profit (Loss) for the period from Continuing Operations</b>		<b>53,314,955</b>	<b>93,666,827</b>
Profit/(loss) from Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
Profit/(Loss) from Discontinuing Operations (after tax)		-	-
<b>Profit/(Loss) for the year</b>		<b>53,314,955</b>	<b>93,666,827</b>
Earnings Per Equity Share			
<b>(1) Basic</b>		<b>0.67</b>	<b>1.18</b>
<b>(2) Diluted</b>		<b>0.67</b>	<b>1.18</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 to 21

This is the consolidated statement of Profit &amp; Loss referred to in our report of even date.

**For S. Misra & Associates**

Chartered Accountants  
FRN - 004972C

CA Sachindra Misra, Partner  
Membership No. - 073776

Surendra Kumar Surana  
Managing Director & CEO  
DIN:00340866

**For and on the behalf of the Board**

Shubh Karan Surana  
Director  
DIN:00341082

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer

Jaipur  
May 29, 2015

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	(Rs.)	
	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	76,910,490	149,374,448
Interest Income	(26,475,309)	(33,484,247)
Depreciation	147,454,143	153,467,631
Loss on Sale of assets / investments	383,967	-
Provision for Gratuity	3,344,763	1,446,240
Preliminary Expenses Written Off	-	5,504
Provision for Diminution in value of Investments	(53,439)	(7,117)
Operating Profit before Working Capital Changes	201,564,615	270,802,459
Decrease/(Increase) in Trade Receivables	(1,024,321)	56,917,302
Decrease/(Increase) in Loans and Advances ( Current & Non Current)	(37,735,293)	(3,518,161)
Decrease/(Increase) in Other Current Assets	(721,545)	(31,297,037)
Increase/(Decrease) in Current Liabilities	(112,848,394)	94,945,936
<b>Cash Generated from Operations</b>	49,235,062	387,850,499
Income Tax Paid	(35,451,224)	(33,788,889)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>13,783,838</b>	<b>354,061,610</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Income	26,475,309	33,484,247
Purchase of Fixed Assets	(14,659,844)	(440,315,864)
(Purchase) /sale in Shares, Mutual funds and NSC	4,030,049	12,500
Increase / Decrease in unpaid dividend a/c & FDRs having maturity more than 3 months	9,93,48,527	(18,39,920)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>11,51,94,041</b>	<b>(40,86,59,037)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Decrease)/Increase in Loan Funds	(54,121,567)	36,488,411
Dividend Paid (Including Dividend Tax)	(37,029,005)	(36,784,508)
Bank Overdraft	-	12,053,115
Loan From Related Parties	-	(28,424,572)
Deposits Payable	-	(64,834)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(91,150,572)</b>	<b>(16,732,388)</b>
Effect of change in exchange rate	333,082	1,556,315
Total Increase/(Decrease) in Cash and Cash Equivalents	3,78,27,307	(7,13,29,815)
Cash and Cash Equivalents at the beginning of the year	5,83,59,916	128,133,415
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>96,520,305</b>	<b>5,83,59,916</b>

This is the Consolidated Cash Flow Statement referred to in our report of even date

**For S. Misra & Associates**

Chartered Accountants  
FRN - 004972C

CA Sachindra Misra, Partner  
Membership No. - 073776

Jaipur  
May 29, 2015

Surendra Kumar Surana  
Managing Director & CEO  
DIN:00340866

**For and on the behalf of the Board**

Shubh Karan Surana  
Director  
DIN:00341082

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer

## NOTES TO CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

### NOTE 1

	As at March 31, 2015	As at March 31, 2014
<b>Share Capital</b>		
<b>Authorised Capital:</b>		
100,000,000 Equity Shares of Rs. 2/- each	200,000,000	200,000,000
<b>Issued, Subscribed &amp; Paid up Capital:</b>		
79,125,188 Equity Shares of Rs. 2/- each fully paid up	158,250,376	158,250,376
<b>Total</b>	<b>158,250,376</b>	<b>158,250,376</b>

### NOTE 1A

Reconciliation of shares	As at March 31, 2015		As at March 31, 2014	
	Number	Amount (Rs.)	Number	Amount (Rs.)
<b>Shares outstanding at the beginning of the year</b>	79,125,188	158,250,376	79,125,188	158,250,376
Add: Shares Issued during the year	-	-	-	-
Add: Bonus issue during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>79,125,188</b>	<b>158,250,376</b>	<b>79,125,188</b>	<b>158,250,376</b>

### NOTE 1B

#### Particulars of equity share holders holding more than 5% of the total number of equity share capital

Sr. No.	Name of Shareholder	As at March 31, 2015		As at March 31, 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Rishab Infotech Private Limited	18,468,650	23.34%	18,468,650	23.34%
2	Sambhav Infotech Private Limited	19,897,444	25.15%	19,897,444	25.15%
3	Compucom Technologies Private Limited	16,198,858	20.47%	15,818,301	19.99%

### NOTE 1C

#### Particulars of Aggregate number of equity shares issued for the immediately preceding five years

	No. of Shares as at	
	March 31, 2015	March 31, 2014
Shares out of issued, subscribed and paid up share capital issued by way of bonus shares	25,125,188	50,250,188

- 1) The company has only one class of equity shares having par value of Rs. 2 per share. Each share holder is entitled to one vote per share.
- 2) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. Company doesn't have any preferential amounts in the Balance Sheet.
- 3) The Company declares and pays dividends in Indian rupees. The Board of Directors, in their meeting on May 29, 2015, proposed dividend @ 5% per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended on March 31, 2015 amounted to Rs. 0.95 crore including corporate dividend tax of Rs. 0.16 crore.

**NOTE 2**

<b>Reserves &amp; Surplus</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>(a) Capital Reserves</b>		
Opening Balance	21,182,881	21,182,881
Add: Transfer during Current Year	-	-
Add: Forfeiture of Warrant Application money	-	-
Less: Written Back during Current Year	-	-
<b>Closing Balance</b>	<b>21,182,881</b>	<b>21,182,881</b>
<b>(b) Securities Premium Account</b>		
Opening Balance	135,296,524	135,296,524
Add : Securities premium credited on Issue of Shares	-	-
Less : Premium Utilised for issuing Bonus Shares	-	-
<b>Closing Balance</b>	<b>135,296,524</b>	<b>135,296,524</b>
<b>(c) Foreign Currency Translation Reserve</b>		
Opening Balance	253,127	(2,908,928)
Add: Foreign Currency translation during the year	1,987,213	3,162,055
<b>Closing Balance</b>	<b>2,240,340</b>	<b>253,127</b>
<b>(d) Other Reserves</b>		
Opening Balance	151,903,450	151,903,450
Add: Transfer during Current Year	-	-
Less: Written Back during Current Year	-	-
Less: Adjustments during the year	3,424,934	-
<b>Closing Balance</b>	<b>148,478,516</b>	<b>151,903,450</b>
<b>(e) Surplus</b>		
Opening balance	673,320,044	616,682,225
Add: Net Profit/(Loss) for the year	53,314,955	93,666,826
Add: Adjustments on account of translation effect or elimination of investment in foreign subsidiary	2,730,000	-
Less: Assets written off	156,047	-
Less: Proposed Dividends	9,532,581	37,029,005
Less: Interim Dividends	-	-
Less: Transfer to Reserves	-	-
<b>Closing Balance</b>	<b>719,676,371</b>	<b>673,320,045</b>
<b>Total (a+b+c+d+e)</b>	<b>1,026,874,633</b>	<b>981,956,027</b>

**NOTE 3**
**Long Term Borrowings**
**Secured Loans**
**Term loans**

from other parties	147,371,258	201,492,825
(Secured against hypothecation of Equipment financed)		
<b>Total</b>	<b>147,371,258</b>	<b>201,492,825</b>

**NOTE 3A**

Maturity Profile of term loans are set out below:-

	Maturity Profile	
	1-3 years	3-5 Years
Term loan from other parties	145,414,990	1,956,268



	As at March 31, 2015	As at March 31, 2014
<b>NOTE 4</b>		
<b>Other Long Term Liabilities</b>		
EMD/ SD from Vendors	5,388,356	5,620,943
Greater Noida Export Promotion Industrial Park	369,239	369,239
Trade Payables	57,703,367	57,703,367
<b>Total</b>	<b>63,460,962</b>	<b>63,693,549</b>
<b>NOTE 5</b>		
<b>Long Term Provisions</b>		
<b>Provision for employees benefits</b>		
Gratuity	7,189,788	3,845,025
<b>Total</b>	<b>7,189,788</b>	<b>3,845,025</b>
<b>NOTE 6</b>		
<b>Short Term Borrowings</b>		
<b>Secured</b>		
<b>(a) Loans repayable on demand</b>		
Overdraft from banks	78,307,687	70,643,089
(Secured By Land & Building situated at IT 14-15, Sitapura, Jaipur and secured by FDR)		
Current Accounts	886,067	46,296,843
<b>Total</b>	<b>79,193,754</b>	<b>116,939,931</b>
<b>NOTE 7</b>		
<b>Other Current Liabilities</b>		
Current maturities of Long-Term debts	87,793,771	96,335,792
Income received in advance	107,741,614	135,175,034
Unpaid dividends	1,404,688	1,423,869
Interest accrued and but not due on borrowings	2,930,390	3,605,558
	-	-
<b>Other payables</b>	-	-
Creditors for Capital Goods	-	27,478
Creditors for expenses	71,012	671,357
Provision for Expenses	2,004,117	730,692
Government Dues Payable	8,481,253	10,659,892
Rental Deposits	265,706	254,281
<b>Total</b>	<b>210,692,550</b>	<b>248,883,951</b>
<b>NOTE 8</b>		
<b>Short Term Provisions</b>		
<b>(a) Provision for employees benefits</b>		
Salary & Allowances	3,819,392	5,885,068
<b>(b) Others</b>		
Proposed Dividend	7,912,519	31,650,075
Dividend Tax	1,620,062	5,378,930
Provision for Income Tax	13,091,000	32,437,500
Provision for Projects Execution Expense	124,489,349	114,749,738
<b>Total (a+b)</b>	<b>150,932,322</b>	<b>190,101,311</b>

**NOTE 9**

**CONSOLIDATED DEPRECIATION AS PER COMPANIES ACT, 2013 FOR THE YEAR ENDED ON MARCH 31, 2015** (in Rs.)

FIXED ASSETS	GROSS BLOCK					ACCUMULATED DEPRECIATION				NET BLOCK	
	As at April 1, 2014	Additions	Disposals	Revaluations (Impairments)	As at March 31, 2015	As at April 1, 2014	Depreciation Charged for the year	Adjustments Due to Revaluations	On Disposals	As at March 31, 2015	As at April 1, 2014
<b>A. TANGIBLE ASSETS</b>											
Land	29,117,758	-	-	-	29,117,758	-	-	-	-	29,117,758	29,117,758
Buildings	69,765,310	397,867	-	-	70,163,177	12,556,779	1,609,112	-	-	55,997,286	57,208,531
Assets under lease	5,505,132	-	-	-	5,505,132	1,183,822	87,785	-	-	4,233,525	4,321,310
Plant and Equipment	1,522,214,735	6,367,196	2,584,823	-	1,525,997,108	986,444,942	121,065,344	-	-	418,486,823	535,769,794
Furniture and Fixtures	124,971,120	7,867,608	1,081,765	-	131,756,963	59,872,281	15,741,764	-	-	56,142,918	65,098,839
Vehicles	7,994,403	-	41,652	-	7,952,751	4,251,897	1,062,385	-	-	2,638,469	3,742,506
Power Plant	170,825,200	-	-	-	170,825,200	62,789,678	7,585,333	-	-	100,450,189	108,035,522
Foreign Exchange Difference on account of translation effect of opening balance of fixed assets	-	-	-	-	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>1,930,393,658</b>	<b>14,632,671</b>	<b>3,708,240</b>	-	<b>1,941,318,089</b>	<b>1,127,099,399</b>	<b>147,151,723</b>	-	-	<b>667,066,965</b>	<b>801,036,679</b>
<b>B. INTANGIBLE ASSETS</b>											
Computer software	16,920,840	-	-	-	16,920,840	16,920,840	-	-	-	-	-
Marketing Rights	8,020,826	-	-	-	8,020,826	8,020,826	-	-	-	-	-
Licenses and franchise	2,000,000	-	-	-	2,000,000	742,623	300,000	-	-	957,377	1,257,377
Hologram	24,200	-	-	-	24,200	484	2,420	-	-	21,296	23,716
<b>Total (B)</b>	<b>26,965,866</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>26,965,866</b>	<b>25,684,773</b>	<b>302,420</b>	-	-	<b>978,673</b>	<b>1,281,093</b>
<b>GRAND TOTAL (A+B)</b>	<b>1,957,359,524</b>	<b>14,632,671</b>	<b>3,708,240</b>	-	<b>1,968,283,955</b>	<b>1,152,784,172</b>	<b>147,454,143</b>	-	-	<b>668,045,638</b>	<b>802,317,772</b>

**Note 10**

**Non-Current Investments**

Details of Investment	As at March 31, 2015	As at March 31, 2014
<b>Trade Investments (Refer A below)</b>		
Investment in Equity instruments	261,813	261,813
Investments in Mutual Funds	600,000	600,000
<b>Total (a)</b>	<b>861,813</b>	<b>861,813</b>
<b>Other Investments (Refer B below)</b>		
Investment in Equity instruments	9,825,398	13,527,143
Investments in Government or Trust securities	1,085,500	1,012,000
<b>Total (b)</b>	<b>10,910,898</b>	<b>14,539,143</b>
<b>Grand Total (a + b)</b>	<b>11,772,711</b>	<b>15,400,956</b>
Less : Provision for diminution in the value of Investments	333,721	387,160
<b>TOTAL</b>	<b>11,438,990</b>	<b>15,013,796</b>
<b>Particulars</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
Aggregate amount of quoted investments (Market value of 5,32,797)	676,426	667,005
Aggregate amount of unquoted investments	185,387	194,808

A. Details of Trade Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2015	As at March 31, 2014			As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014		
(a)	Investment in Equity Instruments											
1	Rhodia Speciality Chemicals India Ltd	Others	50	50	Quoted	Fully paid	Less Than 1%		9,420	9,420	Yes	
2	Apple Finance Ltd	Others	100	100	Quoted	Fully paid	Less Than 1%		1,944	1,944	Yes	
3	Birla Power Solutions Ltd	Others	1,200	1,200	Quoted	Fully paid	Less Than 1%		2,625	2,625	Yes	
4	Datapro Information Tech	Others	100	100	Quoted	Fully paid	Less Than 1%		365	365	Yes	
5	Hmt Ltd	Others	100	100	Quoted	Fully paid	Less Than 1%		1,235	1,235	Yes	
6	Autopal Industries Ltd.	Others	100	100	Quoted	Fully paid	Less Than 1%		2,151	2,151	Yes	
7	Jenson & Nicholson India Ltd.	Others	50	50	Quoted	Fully paid	Less Than 1%		2,172	2,172	Yes	
8	Atv Projects India Ltd	Others	1,700	1,700	Quoted	Fully paid	Less Than 1%		12,330	12,330	Yes	
9	Fedral Bank	Others	100	100	Quoted	Fully paid	Less Than 1%		3,476	3,476	Yes	
10	Lok Housing	Others	100	100	Quoted	Fully paid	Less Than 1%		19,180	19,180	Yes	
11	Uniworth International Ltd	Others	900	900	Quoted	Fully paid	Less Than 1%		8,865	8,865	Yes	
12	Dunlop India Ltd.	Others	100	100	Quoted	Fully paid	Less Than 1%		2,677	2,677	Yes	
13	Denso India	Others	100	100	Quoted	Fully paid	Less Than 1%		2,060	2,060	Yes	
14	Rpg Life Sciences	Others	50	50	Quoted	Fully paid	Less Than 1%		4,380	4,380	Yes	
15	Spice Mobile Ltd	Others	200	200	Quoted	Fully paid	Less Than 1%		1,220	1,220	Yes	
16	Oswal Agro Mills Ltd	Others	300	300	Quoted	Fully paid	Less Than 1%		2,325	2,325	Yes	
17	Alpine Industries Ltd.	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		7,275	7,275	Yes	
18	Altos Ltd.	Others	400	400	Un-Quoted	Fully paid	Less Than 1%		11,969	11,969	Yes	
19	Amrut Ltd.	Others	1,000	1,000	Un-Quoted	Fully paid	Less Than 1%		15,200	15,200	Yes	
20	BPL Refrigerator	Others	300	300	Un-Quoted	Fully paid	Less Than 1%		4,025	4,025	Yes	
21	Bpl Sanyo Tech	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		1,315	1,315	Yes	
22	Compulearn	Others	4,550	4,550	Un-Quoted	Fully paid	Less Than 1%		25,888	25,888	Yes	
23	CRB Caps	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		3,283	3,283	Yes	
24	Data Lines & Research	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		1,250	1,250	Yes	
25	Elbee	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		9,595	9,595	Yes	
26	G.R.Market	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		875	875	Yes	
27	Hind Develop	Others	1,500	1,500	Un-Quoted	Fully paid	Less Than 1%		20,682	20,682	Yes	
28	Hind Power Plus	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		7,052	7,052	Yes	
29	Ifb Venture	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		415	415	Yes	
30	Iggi Resorts	Others	1,000	1,000	Un-Quoted	Fully paid	Less Than 1%		13,090	13,090	Yes	
31	Master Plus	Others	1,300	1,300	Un-Quoted	Fully paid	Less Than 1%		18,130	18,130	Yes	
32	Modi Xerox Ltd.	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		4,836	4,836	Yes	
33	Orkay Ind.	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		2,700	2,700	Yes	
34	Paam Pharma	Others	300	300	Un-Quoted	Fully paid	Less Than 1%		3,240	3,240	Yes	

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2015	As at March 31, 2014			As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014		
35	Palpeugaut	Others	500	500	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	3,525	3,525	Yes	
36	Pcl Ltd.	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	2,515	2,515	Yes	
37	Pru Cap Market	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	1,667	1,667	Yes	
38	Pansumi India	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	470	470	Yes	
39	Raj Trustee Co	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	10,000	10,000	Yes	
40	Sanghi Polyster	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	640	640	Yes	
41	South Shipping	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	5,505	5,505	Yes	
42	Standard Batt	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	2,530	2,530	Yes	
43	Usha India	Others	400	400	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	4,560	4,560	Yes	
44	Wool Worth	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	3,156	3,156	Yes	
									261,813	261,813		
(b)	Investments in Mutual Funds											
1	Baroda Pioneer Fund	Others	50,000	50,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	500,000	500,000	Yes	
2	Reliance Liquid Fund - T.P.	Others	71	71	Quoted	Fully Paid	Less Than 1%	Less Than 1%	100,000	100,000	Yes	
									600,000	600,000		
	Total								861,813	861,813		

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2015	As at March 31, 2014			As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014		
(a)	Investment in Equity Instruments -ITNeer, Inc. TCIS LLC	Others (Partnership)	50%	50%	Unquoted	Fully paid			9,825,398	13,527,143	Yes	
(b)	Investments in Government or Trust securities -NSC in Post office	Others	-	-	-	-	-	-	1085500	1,012,000	Yes	
	Total								10,910,898	14,539,143	Yes	

	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>NOTE 11</b>		
<b>Long Term Loans and Advances</b>		
<b>(a) Security Deposits</b>		
Secured, considered good		
Unsecured, considered good	9,474,793	9,324,686
Doubtful		
<b>Total (a)</b>	<b>9,474,793</b>	<b>9,324,686</b>
<b>(b) Other loans and advances</b>		
Secured, considered good		
Unsecured, considered good		
Withholding Income Tax and others	26,468,786	11,160,338
Advance Income Tax	-	1,341,711
<b>Total (b)</b>	<b>26,468,786</b>	<b>12,502,049</b>
<b>Total (a+b)</b>	<b>35,943,579</b>	<b>21,826,735</b>
<b>NOTE 12</b>		
<b>Other Non Current Assets</b>		
<b>Others</b>		
Unsecured, considered good		
-Transline business solutions	833,256	833,256
- CPS Tool Kit	1,685,309	1,685,309
-Trade Receivable	88,862,398	87,691,131
<b>Total</b>	<b>91,380,963</b>	<b>90,209,696</b>
<b>NOTE 13</b>		
<b>Trade Receivables</b>		
Trade receivables outstanding for a period less than or equal to six months:		
Secured, considered good		
Unsecured, considered good	170,106,896	241,274,869
Unsecured, considered doubtful		
	170,106,896	241,274,869
Trade receivables outstanding for a period exceeding six months:		
Secured, considered good		
Unsecured, considered good	476,936,089	404,435,620
Unsecured, considered doubtful		
	476,936,089	404,435,620
Less: Advances from debtors	158,975	15,075
<b>Total</b>	<b>646,884,009</b>	<b>645,695,414</b>

	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>NOTE 14</b>		
<b>Cash and bank balances</b>		
<b>a. Cash and Cash Equivalents</b>		
i. Balances with banks including FDRs having maturity less than 3 months	87,390,424	78,039,200
ii. Cheques, drafts on hand	8,536,540	2,741,174
iii. Cash on hand	593,341	1,169,064
<b>Total (a)</b>	<b>96,520,304</b>	<b>81,949,438</b>
<b>b. Other Bank balances</b>		
i. Unpaid dividend a/c	1,404,688	1,423,868
ii. FDR's with Bank having maturity more than 3 months	203,509,023	279,248,848
<b>Total (b)</b>	<b>204,913,711</b>	<b>280,672,716</b>
<b>Total (a+b)</b>	<b>301,434,015</b>	<b>362,622,154</b>
<b>NOTE 14A</b>		
A. Bank deposits with more than 12 months maturity from the date of Balance Sheet	32,687,157	78,430,858
B. Above stated cash and bank balances includes FDRs of Rs. 9.32 Crore which are under bank's lien against bank guarantee issued by bank on behalf of the company.		
<b>NOTE 15</b>		
<b>Short-term loans and advances</b>		
<b>Others</b>		
Unsecured, considered good		
For Supply of Goods and Services	1,839,807	3,338,528
Interest accrued but not due	4,425,698	4,004,274
Income Tax Refundable A.Y. 13-14	-	765,240
Advance Income Tax	56,485,160	56,600,936
Service Tax Receivable	-	-
VAT Input	-	725,886
Prepaid Expenses	9,434,397	6,387,536
Accrued Income	59,035,841	35,507,382
Advances to Employees- Salary Advance	1,243,184	1,210,207
Security Deposits	201,690	-
<b>Total</b>	<b>132,665,777</b>	<b>108,539,988</b>



## NOTES TO CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2015

### NOTE 16

#### Revenue From Operations

	As at March 31, 2015	As at March 31, 2014
Sale of products (Wind Power Generation)	18,923,003	20,278,027
Sale of services	541,644,106	729,931,077
<b>Total</b>	<b>560,567,109</b>	<b>750,209,104</b>

### NOTE 17

#### Other Income

Interest Income	27,680,505	33,690,646
Long Term Capital Gain	-	1,341,000
Other non-operating income	4,187,209	2,747,038
<b>Total</b>	<b>31,867,714</b>	<b>37,778,684</b>

### NOTE 18

#### Employees Benefit Expenses

(a) Salary and Allowances	53,812,679	48,680,470
(b) Contributions to Provident fund and ESI	6,223,546	3,614,906
(c) Contributions to Gratuity fund	3,079,414	1,472,789
(d) Staff welfare Expenditures	134,832	129,562
<b>Total</b>	<b>63,250,471</b>	<b>53,897,727</b>

### NOTE 19

#### Finance costs

Interest expense	45,670,823	32,302,681
B.G. Commission & Bank Charges	4,667,914	1,550,786
<b>Total</b>	<b>50,338,737</b>	<b>33,853,467</b>

### NOTE 20

#### Other Expenses

Advertisement and Publicity Expenditures	1,056,269	2,487,203
Annual Service Charges	-	-
Auditor's Remuneration	-	-
- Statutory Audit Fees	229,092	177,360
- Tax Audit Fees	57,228	47,079
Bad Debts Written off	75,507,724	74,264,706
Communication Expenditures	1,139,863	1,156,386
Discount	-	228,304
Director Sitting Fees	137,762	121,350
Donations	4,721,000	1,247,000
Insurance Expenditures	1,711,631	2,133,242
Office & General Expenditures	1,911,137	3,775,342
Patrakar Kalyan Kosh	26,029	128,331
Preliminary expenses	-	3,578
Postage and Telegram	-	1,729
Printing and Stationary	595,400	870,221
Rent and Facility Support	1,249,098	1,305,253
Corporate Social Responsibility Expenditures	2,245,532	1,051,976

	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
Miscellaneous Expenses	7,665,563	7,959,977
Repair and Maintenance	2,550,105	2,188,011
Operation and Maintenance (Wind Power)	2,828,163	1,745,216
Vehicle Running and Maintenance	2,070,670	1,204,363
-For Project Execution	-	-
-For Others	-	-
Travelling and Conveyance Expenditures	2,625,903	2,629,792
Water and Electricity Expenditures	2,498,543	2,377,387
Sub- Contracting	5,306,300	3,961,710
Legal and Professional Expenditures	2,544,352	2,201,579
Interest on Taxes	162,041	45,218
Diminution in the value of investment	(53,439)	(7,117)
Project Execution Expenditures (JVVNL)	5,254,296	7,365,502
Software	2,035,749	-
Project Execution Expenditures (LDMS)	1,189,171	7,167,837
Broadcasting and News Coverage Expenses	15,137,627	22,947,129
<b>Total</b>	<b>142,402,810</b>	<b>150,785,665</b>

## Notes to the Consolidated Financial Statements

Note-21

1. The Financial Statements prepared by consolidating the financial statements of Compucum Software Limited with its subsidiary companies; namely ITneer Inc. incorporated in United States of America and CSL Infomedia Private Limited are presented as additional information in terms of the requirements of Accounting Standard-21 "Consolidated Financial Statements" notified by the Companies (Accounts) Rules, 2014. These are not intended to substitute the separate financial statements of the Company issued as primary statements. The notes on consolidated financial statements should be read in conjunction with the notes on the separate financial statements of the holding Parent Company, and subsidiaries ITneer Inc. and CSL Infomedia Pvt. Ltd. which form part of the financial statements of the respective entities.

2. **Controlling interest of Parent in subsidiary companies:**

	2014-15	2013-14
ITneer Inc, USA	100%	100%
CSL Infomedia Pvt. Ltd.	65%	65%

3. The Audited Financial Statements of ITneer, Inc. and CSL Infomedia Pvt. Ltd. are also annexed hereinafter this report.

4. **Principles of consolidation:** Consolidated Financial Statements presents result of operations and financial position on the basis of group as a single entity. The consolidation of the accounts is done for Compucum Software Limited, the parent company, with its wholly owned foreign subsidiary company ITneer Inc., incorporated in USA and CSL Infomedia Private Limited in accordance with the requirements of Accounting Standard-21 "Consolidated financial statements" notified by the Companies (Accounts) Rules, 2014 and generally accepted accounting principles. They are prepared combining items on a line- by- line basis in the separate financial statements of the Parent and the subsidiary companies and eliminating all intra-group transactions, profits, investments, receivables and payables. They are consolidated assuming same set of accounting principles and policies as followed by the company in preparation of its separate set of accounts. Accounting period of the subsidiaries and Company are same.

5. **Foreign currency translation:** The functional currency of parent company is Indian Rupees and that of ITneer Inc. is US Dollars. For the purpose of consolidation, as per accounting standard-11 (Revised) "The effect of change in foreign exchange rates", the operations of ITneer Inc. are considered as non-integral foreign operations. Assets and Liabilities (Both monetary and non-monetary) are translated using exchange rate effected as on March 31, 2015. Revenue and expenses are translated using the average exchange rate during the period, except depreciation and provision for income tax, which has been translated at closing rate. Exchange difference created on account of translations are accounted in foreign currency translation reserve.

6. Previous year's figures have been regrouped and /rearranged, wherever found necessary.

7. **Consolidated Segment Reporting:**

(a) **Primary Reporting Segment by Business Segment**

(Rs. in lacs)

Segment	Software Services		Learning Solutions		Wind Power		Others		Elimination		Total	
	14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14
Revenue	1000.13	1109.32	4,605.43	6251.23	189.23	202.78	570.20	677.41	(440.64)	(360.87)	5924.34	7879.89
Identifiable Operating Exp.	799.20	837.00	2254.86	3483.85	29.34	17.71	293.46	391.28	(440.64)	(360.87)	2936.22	4368.97
Allocated Expenses	72.98	55.56	2008.52	1823.71	97.90	91.08	-	-	-	-	2179.40	1970.35
Segment Operating Income	127.95	216.75	342.05	943.66	61.99	94.00	276.74	286.13	-	-	808.73	1540.55
Unallocable Expenses	-	-	-	-	-	-	-	-	-	-	42.91	42.95
Profit Before Taxes	-	-	-	-	-	-	-	-	-	-	765.82	1497.60
Income Taxes	-	-	-	-	-	-	-	-	-	-	232.67	560.93
Net Profit after Tax	-	-	-	-	-	-	-	-	-	-	533.15	936.67

(b) **Secondary Reporting Segment by Geographical Segment**

(Rs. in lacs)

Segment	USA		India		Elimination		Total	
	14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14
Revenue	903.67	898.61	5345.04	7320.20	(324.37)	(338.92)	5924.34	7879.89
Identifiable Operating Expenses	734.33	720.69	2526.26	3987.20	(324.37)	(338.92)	2936.22	4368.97
Allocated Expenses	50.50	27.78	2128.90	1942.57	-	-	2179.40	1970.35
Segment Operating Income	118.84	150.14	689.89	1390.41	-	-	808.73	1540.55
Unallocable Expenses	-	-	-	-	-	-	42.91	42.95
Profit Before Taxes	-	-	-	-	-	-	765.82	1497.60
Income Taxes	-	-	-	-	-	-	232.67	560.93
Net Profit after Tax	-	-	-	-	-	-	533.15	936.67

**For S. Misra & Associates**

Chartered Accountants

FRN - 004972C

**For and on the behalf of the Board**

CA Sachindra Misra, Partner  
Membership No. - 073776

Surendra Kumar Surana  
Managing Director & CEO  
DIN:00340866

Shubh Karan Surana  
Director  
DIN:00341082

CA Sanjeev Nigam  
Chief Financial Officer

CS Swati Jain  
Company Secretary &  
Compliance Officer

Jaipur  
May 29, 2015

## INDEPENDENT AUDITOR'S REPORT

To  
The Board of Directors  
ITneer, Inc.  
Buford, GA 30518

I have audited the accompanying financial statements of ITneer Inc. which comprise the balance sheets as of March 31, 2015 and the related statements of income, retained earnings and cash flows for the year then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

My responsibility is to express opinions on these financial statements based on my audit. I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, I express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinions.

### Opinions

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ITneer Inc. as of March 31, 2015, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Ravi Ramaswamy, CPA  
Manmouth Junction, New Jersey  
May 11, 2015

## ITNEER, INC. BALANCE SHEET AS OF MARCH 31, 2015

		(Amount in \$)
<b>ASSETS</b>		
Cash		157,874
Accounts Receivable	Note 4	143,514
Other Receivable	Note 5	10,000
Employee Advances	Note 3	2,013
<b>Total Current Assets</b>		<b>313,401</b>
Land		262,869
Building & Improvements (Net of Depreciation of \$ 127,124)	Note 7	525,375
Furniture & Equipment (Net of Depreciation of \$ 64,009)	Note 6	30,732
<b>Total Fixed Assets Net</b>		<b>818,976</b>
Investment - TCIS LLC	Note 8	34,228
Investment - E-Trade Bonds	Note 2	125,120
Security Deposits		3,271
<b>Total Other Assets</b>		<b>162,619</b>
<b>TOTAL ASSETS :</b>		<b>1,294,996</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Accounts Payable		143,921
Payroll Taxes Payable		1,882
Current Income Tax		6,879
Deferred Income Tax		14,541
Rental Deposit		4,185
<b>Total Current Liabilities :</b>		<b>171,408</b>
<b>STOCKHOLDER'S EQUITY</b>		
Common Stock: 1,000,000 authorised common stock at no-par		
Paid in capital		1,000,000
Retained Earnings		123,588

Total Stockholder's Equity	1,123,588
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>1,294,996</b>

See Accountant's Report accompanying Notes.

## STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED MARCH 31, 2015

<b>Income :</b>	(Amount in \$)
Income From Services	901,519
<b>Other Income</b>	
Investment : Portfolio	10,036
Un-realized gain/(loss) - Portfolio	Note 2 (5,526)
Investment : Rental	51,691
<b>Total Income</b>	<b>957,720</b>
<b>Expenses :</b>	
Sub Contracting	607,536
Salaries	171,406
Depreciation and Amortization	25,809
Travel Expense	17,166
Commission	15,000
Fringes	13,436
Legal and Professional Fees	11,460
Real Estate Tax	11,188
Repairs and Maintenance	9,716
Supplies	8,920
Utilities	8,754
Insurance	7,316
Meals & Entertainment	6,601
Condo Dues	3,713
Office Expenses - Atlanta	1,575
Internet Expense	1,080
Conference & Training	995
Advertising and Promotion	963
Telephone	960
Donation	686
Dues & Subscriptions	565
Security	554
License and Permits	551
Bank Charges	347
Postage	67
<b>Total Expense</b>	<b>926,364</b>
Income before Taxes	31,356
Current	(8,089)
Deferred	(720)
<b>Net Income after Taxes</b>	<b>22,547</b>
<b>Retained Earnings, Beginning of Year</b>	<b>101,041</b>
<b>Retained Earnings, End of Year</b>	<b>123,588</b>

See Accountant's Report accompanying Notes.

## STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2015

<b>CASH FLOWS FROM OPERATING ACTIVITIES :</b>	(Amount in \$)
Net Income/(Loss)	22,547
Adjustments to Reconcile Income	
Current Year Depreciation	25,809
Changes in operating assets and liabilities	
Accounts Receivable	(43,218)
Prepaid Expenses and Taxes	6368
Unrealized (gain)/loss on investments	5,526
Accounts Payable	(7,927)
Loan and Employee Receivable	(11,702)
<b>Net Cash provided/(used) by Operating Activities</b>	<b>(2,597)</b>

**CASH FLOWS FROM INVESTING ACTIVITIES :**

Investment receivable	(1,614)
Bond Investment	66,247
Purchase of Assets	(14,815)
<b>Net Cash provided/(used) from investing activities</b>	<b>49,818</b>

**CASH FLOWS FROM FINANCING ACTIVITIES :**

Deposit payables	-0-
Loan Payable	-0-
<b>Net Cash Provided/(Used) By Financing Activities</b>	<b>-0-</b>

Net (decrease) / Increase in cash	47,221
Cash / (overdraft) - beginning of year	110,653
Cash / (overdraft) - end of year	157,874

**Cash paid during the year for**

Income Taxes - Current	3,140
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See Accountant's Report accompanying Notes.

## Notes to Financial Statements March 31, 2015

**Note 1 :**

**INTRODUCTION**

ITneer, Inc. (Company) is a closely - held New Jersey corporation wholly owned subsidiary of Compucom Software Limited, India, with the headquarters located in the state of Georgia. The Company provides computer consulting services in the form of turn-key projects and skilled programmers to various clients. The Majority of turn-key projects are done by parent Company in India.

**Note 2.**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Financial Statement Presentation**

**Accrual Basis :** The Financial Statements have been prepared using the accrual basis of accounting, which recognize income when earned and expenses when incurred.

**Use of Estimates :** The preparation of Financial Statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and the reported of income and expenses during the reporting period. Actual result could differ from those estimates.

**Fixed Assets :** Acquisition of fixed assets are recorded at cost and depreciation is provided over the estimated useful lives of the respective assets on a straight-line basis.

**Income Taxes :** Deferred income taxes in the accompanying Financial Statements reflect temporary difference in reporting results of operation for income tax and financial accounting purposes.

**Concentration of credit and market risk :** Financial instruments that potentially expose ITneer, Inc. to concentrations of credit and market risk consist primarily of cash. Accounts at financial institutions are guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000 for each bank. As of March 31, 2015 ITneer Inc. has not experienced any losses in such accounts and believes no significant credit risk exists with respect to cash.

**Fair value measurements. :** ITneer has adopted ASC 820 and its applicable amendments. ASC 820 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosure about fair value measurements. Fair value is defined under ASC 820 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market & participants on the measurement date. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes how to measure fair value based on a three level hierarchy of inputs, of which the first two are considered observable and the last unobservable.

Level 1 : Quoted prices in active markets for identical assets or liabilities.

Level 2 : Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liability.

Level 3 : Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The adoption of this statement did not have a material impact on ITneer statements of income.

As of March 31, 2015 all investments were classified as Level 1 under ASC 820.

**Subsequent events :** ITneer Inc. evaluated its March 31, 2015 Financial Statements for subsequent events through May 11, 2015, the date the Financial Statements were available to be issued. ITneer Inc. is not aware of any subsequent events which would require recognition or disclosure in the financial statements.



**Note 3. EMPLOYEE ADVANCE**

The Company provides on a need basis employee advances or short term loan, interest free for sixty (60) days or less. As of March 31, 2015 the balance of these was \$2013.

**Note 4. ACCOUNT RECEIVABLES**

The Account receivable of \$143,514 is to be received from three of its customers. A loss of these customers could have a material impact on the financial condition of the Company.

**Note 5. OTHER RECEIVABLE**

The other receivable of \$10,000 is a short term loan given to Printserve MPS, LLC for a period of 2 years carrying an interest rate of 6% per annum. The repayment of loan will start from April 2015 on a monthly basis.

**Note 6. COMMITMENTS**

ITneer, Inc. has no lease commitment.

**Note 7. FIXED ASSETS**

(Amount in \$)

	Cost	Accumulated Depreciation	Net	Estimated Useful Lives
Land	262,869	-0-	262,869	
Building and Improvement	652,499	127,124	525,375	27/39/10 years
Furniture and Equipment	94,741	64,009	30,732	3/5/7 years
Total	1,010,109	191,133	818,976	

The Company provides straight line depreciation for the book purposes and recorded \$25,809 for the year ended March 31, 2015.

**Note 8. INVESTMENTS**

The Company has made a 50% Partnership in Tekmark-CSL International Solutions, LLC (TCIS), a domestic calendar year Limited Liability Company. For the year ending December 31, 2014, the Company's share of profit from the investment was \$1,614 which was recorded as an increase to the Investment in TCIS as of March 31, 2015. There was no distributions received during the year.

**Note 9. RENTAL INCOME**

The Company owns three properties in the State of Georgia and rental income received from the properties is reflected in the financial statement as other income. As of December 2013, the office condo has being vacant.

**Note 10. OUTSOURCING**

The total outsourcing costs of \$607,536 was recorded as of March 31, 2015 of which \$523,851 was from Compucom Software Limited, India (a Parent Company) and there was an outstanding amount of \$125,615 payable to Compucom Software Limited, India as of March 31, 2015.

## CSL INFOMEDIA PRIVATE LIMITED

### Independent Auditor's Report

To  
The Members of  
M/s. CSL Infomedia Private limited  
Jaipur

**Report on the Financial Statements:** We have audited the accompanying financial statements of **M/s. CSL Infomedia Private Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements:** The Company's Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility:** Our responsibility is to express an opinion on these standalone financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Management as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on standalone financial statements.

**Opinion:** In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the annexure a statement of the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
  - d. In our opinion the aforesaid standalone financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013; and
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts if any.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For and on behalf of  
**S. MISRA & ASSOCIATES**  
 Chartered Accountants  
 FRN-004972C  
**CA. SACHINDRA MISRA**  
 Partner  
 M. No. - 073776

Place: Jaipur  
 Date: May 20, 2015

**Annexure to the Auditors' Report (referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date) on the financial statements for the year ended March 31, 2015 of M/s CSL Infomedia Private Limited**

**i. Fixed Assets:**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
 (b) The management on a sample basis during the year has physically verified the major assets and in our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such verification.  
 (c) There has been no substantial disposal of fixed assets during the year, so as to affect the going concern status of the Company.

**ii. Inventories:**

The Company does not have any inventory, therefore, provisions of clause (ii) of paragraph 3 of the order are not applicable.

**iii. Loans to/from the parties covered in the register maintained under Section 189 of the Act:-**

The Company has not granted any loan to the parties covered in the register maintained under Section 189 of the Act, therefore provisions of clause (iii) of paragraph 3 of the order are not applicable.

**iv. Internal Control System :-**

In our opinion and according to the information and explanations given to us, the Company has internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.

**v. Public Deposits:-**

The Company has not accepted any deposits from the public. Therefore, the provisions of clause (v) of paragraph 3 of the order are not applicable to the Company.

**vi. Cost Records:-**

According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, for any of the activities of the Company.

**vii. Statutory Dues :-**

- (a) Undisputed Statutory Dues: According to the information and explanations provided to us and the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of became payable.  
 (b) Disputed statutory dues: According to the information and explanations given to us, there are no disputed dues which have remained outstanding as at the end of the financial year, for a period of more than six months from the date they became payable.  
 (c) Investor Education and Protection Fund: There were no amounts required to be transferred to Investor Education and Protection Fund, therefore this clause is not applicable to the company.

**viii. Sick Industry :-**

The Company has neither accumulated losses at the end of the financial year nor has it incurred cash losses, both, in the financial year under report and the immediately preceding financial year.

**ix. Dues to Financial Institution or Bank or Debenture holders :-**

According to the information and explanations given to us and based on the documents and records produced before us, the company does not have any outstanding dues from Financial Institution or Bank or Debenture holders.

**x. Guarantees given for loans taken by others from bank or financial institution:-**

According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.

**xi. Application of Term loans:-**

According to the information and explanations given to us, the company has not raised any term loan during the year.

**xii. Fraud on or by the company-noticed or reported:-**

According to the information and explanations given to us, and to the best of our knowledge and belief, no fraud on or by the Company, has been noticed or reported during the year.

For and on behalf of  
**S. MISRA & ASSOCIATES**  
 Chartered Accountants  
 FRN-004972C  
**CA. SACHINDRA MISRA**  
 Partner  
 M. No. - 073776

Place: Jaipur  
 Date: May 20, 2015

## CSL INFOMEDIA PRIVATE LIMITED

### BALANCE SHEET AS AT MARCH 31, 2015

			(Rs.)
	Note No.	As at March 31, 2015	As at March 31, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>A. Shareholders' funds</b>			
(i) Share Capital	1	70,000,000	70,000,000
(ii) Reserves and Surplus	2	(19,173,770)	(15,527,016)
(iii) Money Received against Share Warrants		-	-
<b>B. Non-Current Liabilities</b>			
(i) Deferred Tax Liabilities (Net)		849,799	1,298,926
(ii) Other Long Term Liabilities	3	225,500	200,500
(iii) Long - Term Provisions	4	758,141	-
<b>C. Current liabilities</b>			
(i) Short-Term Borrowings	5	8,728,686	12,101,730
(ii) Trade Payables		302,185	226,976
(ii) Other Current Liabilities	6	20,120,626	28,086,841
(iii) Short-Term Provisions	7	1,016,375	1,049,987
<b>TOTAL</b>		<b>82,827,541</b>	<b>97,437,943</b>
<b>ASSETS</b>			
<b>A. Non-Current Assets</b>			
(i) Fixed Assets	8		
(a) Tangible Assets		17,210,682	19,932,303
(b) Intangible Assets		957,377	1,257,377
(ii) Non-Current Investments	9	20,000	20,000
(iii) Long-Term Loans and Advances	10	-	46,500
<b>B. Current Assets</b>			
(i) Trade Receivables	11	29,781,500	42,872,266
(ii) Cash and Cash Equivalents	12	26,752,669	25,376,842
(iii) Short-Term Loans and Advances	13	8,105,313	7,932,655
<b>TOTAL</b>		<b>82,827,541</b>	<b>97,437,943</b>

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS 1 to 17**

The notes attached form an integral part of the Balance Sheet  
As per our Report of Even Date

**For S. Misra & Associates**  
Chartered Accountants  
FRN - 004972C

**For and on the behalf of the Board**

**CA Sachindra Misra, Partner**  
Membership No. - 073776

**Surendra Kumar Surana**  
Director  
DIN: 00340866

**Shubh Karan Surana**  
Director  
DIN: 00341082

**CS Heena Garg**  
Company Secretary

Jaipur  
May 20, 2015

**CSL INFOMEDIA PRIVATE LIMITED**  
**STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED ON MARCH 31, 2015**

(In Rs.)

	<b>Note No.</b>	<b>For the Year Ended March 31, 2015</b>	<b>For the Year Ended March 31, 2014</b>
Revenue from Operations	<b>14</b>	38,472,558	45,138,365
Other Income		2,819,241	2,606,793
<b>TOTAL REVENUE</b>		<b>41,291,799</b>	<b>47,745,158</b>
Direct Expenses	<b>15</b>	23,288,657	35,303,276
Employee benefits Expense			
-Salary and Incentives		14,067,049	12,977,143
Finance costs		1,227,921	954,067
Depreciation and Amortization Expenses		3,107,314	1,738,441
Other expenses	<b>16</b>	3,456,668	4,376,732
<b>TOTAL EXPENSES</b>		<b>45,147,608</b>	<b>55,349,659</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(3,855,809)</b>	<b>(7,604,501)</b>
Exceptional items		-	-
<b>Profit before extraordinary items and tax</b>		<b>(3,855,809)</b>	<b>(7,604,501)</b>
Extraordinary Items		-	-
<b>Profit before tax</b>		<b>(3,855,809)</b>	<b>(7,604,501)</b>
Tax Expenses			
(1) Current tax		-	-
(2) Deferred tax		(449,127)	495,173
<b>Profit (Loss) for the period from continuing operations</b>		<b>(3,406,682)</b>	<b>(8,099,674)</b>
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
<b>Profit (Loss) for the period</b>		<b>(3,406,682)</b>	<b>(8,099,674)</b>
Earnings Per Equity Share			
<b>(1) Basic</b>		<b>(0.49)</b>	<b>(1.16)</b>
<b>(2) Diluted</b>		<b>(0.49)</b>	<b>(1.16)</b>

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS 1 to 17**

The notes attached form an integral part of the Balance Sheet

As per our Report of Even Date

**For S. Misra & Associates**

Chartered Accountants

FRN - 004972C

**For and on the behalf of the Board**
**CA Sachindra Misra, Partner**  
Membership No. - 073776

**Surendra Kumar Surana**  
Director  
DIN: 00340866

**Shubh Karan Surana**  
Director  
DIN: 00341082

**CS Heena Garg**  
Company Secretary

Jaipur  
May 20, 2015

## CSL INFOMEDIA PRIVATE LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	(in Rs.)	
	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	(3,855,809)	(7,604,501)
Interest Income	(2,584,069)	(2,574,058)
Preliminary Expenses written off	-	5,504
Provision for Gratuity	758,141	-
Depreciation	3,107,314	1,738,441
Operating Profit before Working Capital Changes	(2,574,423)	(8,434,614)
Decrease/(Increase) in Trade Receivables	13,090,766	(29,338,642)
Decrease/(Increase) in Loans and Advances (Current & Non Current)	(126,157)	(2,273,692)
Decrease/(Increase) in Other Current Assets	-	5,504
Increase/(Decrease) in Current & Non-Current Liabilities	(11,272,662)	27,768,783
<b>Cash Generated from Operations</b>	<b>(882,477)</b>	<b>(12,272,661)</b>
Income Tax paid	-	-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(882,477)</b>	<b>(12,272,661)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(325,765)	(2,195,262)
FDRs having maturity more than 3 months	(19,94,984)	(2,35,89,522)
Interest Income	2,584,069	2,574,058
<b>Net Cash Flow From Investing Activities</b>	<b>2,63,320</b>	<b>(2,32,10,726)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Bank Overdraft	-	12,053,115
Loan From Related Parties	-	(28,424,572)
<b>Net Cash Flow From Financing Activities</b>	<b>-</b>	<b>(16,371,457)</b>
Net Increase/(Decrease) in cash and cash equivalents	(6,19,157)	(5,18,54,844)
Cash and Cash Equivalents at the Beginning of the Year	17,87,319	53,642,163
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>1,168,163</b>	<b>17,87,319</b>

As per our report of even date.

**For S. Misra & Associates**

Chartered Accountants  
FRN - 004972C

**CA Sachindra Misra, Partner**  
Membership No. - 073776

**For and on the behalf of the Board**

**Surendra Kumar Surana**  
Director  
DIN: 00340866

**Shubh Karan Surana**  
Director  
DIN: 00341082

**CS Heena Garg**  
Company Secretary

Jaipur  
May 20, 2015



## NOTES TO FINANCIAL STATEMENTS AS AT MARCH 31, 2015

### NOTE 1

<b>SHARE CAPITAL</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>Authorised</b>		
70,00,000 Equity Shares of Rs. 10 each	70,000,000	70,000,000
<b>Issued, Subscribed and Fully Paid up</b>		
70,00,000 Equity Shares of Rs. 10 each Fully Paid	70,000,000	70,000,000
<b>Total</b>	<b>70,000,000</b>	<b>70,000,000</b>

### NOTE 1A

<b>Reconciliation of shares</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>Number</b>	<b>Amount (Rs.)</b>	<b>Number</b>	<b>Amount (Rs.)</b>
<b>Shares outstanding at the beginning of the year</b>	7,000,000	70,000,000	7,000,000	70,000,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>7,000,000</b>	<b>70,000,000</b>	<b>7,000,000</b>	<b>70,000,000</b>

### NOTE 1B

45,50,000 Equity Shares (Rs. 4,55,00,000) are held by Compucom Software Limited, the holding company.

### NOTE 1C

**Particulars of equity share holders holding more than 5% of the total number of equity share capital**

<b>Sr. No.</b>	<b>Name of Shareholder</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
		<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
1	Compucom Software Limited	4,550,000	65.00%	4,550,000	65.00%
2	Sambhav Infotech Private Limited	2,440,000	34.86%	2,440,000	34.86%

- 1) The company has only one class of equity shares having par value of Rs. 10 per share. Each share holder is entitled to one vote per share.
- 2) Company has not declared any dividend during the year ended March 31, 2015
- 3) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. Company doesn't have any preferential amounts in the Balance Sheet.

### NOTE 2

<b>Reserves &amp; Surplus</b>	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>Surplus</b>		
Opening balance	(15,527,016)	(7,427,342)
Net Profit/(Net Loss) For the current year	(3,406,682)	(8,099,674)
(-) Assets written off from reserves	(240,072)	-
<b>Closing Balance</b>	<b>(19,173,770)</b>	<b>(15,527,016)</b>

### NOTE 3

#### Other Long Term Liabilities

Security Deposits	225,500	200,500
<b>Total</b>	<b>225,500</b>	<b>200,500</b>

### NOTE 4

#### Long Term Provisions

##### Provision for employee benefits

Gratuity	758,141	-
<b>Total</b>	<b>758,141</b>	<b>-</b>

(In Rs.)

	As at March 31, 2015	As at March 31, 2014
<b>NOTE 5</b>		
<b>Short Term Borrowings</b>		
<b>Unsecured</b>		
<b>Loans repayable on demand</b>		
From Banks		
Current A/c	-	48,615
O/D Account	8,728,686	12,053,115
(Secured by FDR)		
<b>Total</b>	<b>8,728,686</b>	<b>12,101,730</b>
<b>NOTE 6</b>		
<b>Other Current Liabilities</b>		
Expenses Payable	82,646	87,314
TDS Payable	408,588	429,221
Creditors for Capital Goods	-	27,478
Creditors for Expenses	71,012	444,381
Service Tax Payable	967,572	2,793,851
VAT Payable	-	948,588
Unearned Income	18,590,808	23,356,008
<b>Total</b>	<b>20,120,626</b>	<b>28,086,841</b>
<b>NOTE 7</b>		
<b>Short Term Provisions</b>		
<b>Provision for employee benefits:</b>		
Salary & Reimbursements	1,016,375	1,049,987
<b>Total</b>	<b>1,016,375</b>	<b>1,049,987</b>

**NOTE 8**
**DEPRECIATION AS PER COMPANIES ACT, 2013 FOR THE PERIOD ENDED ON MARCH 31, 2015**

FIXED ASSETS	GROSS BLOCK						ACCUMULATED DEPRECIATION					NET BLOCK		
	As on April 1, 2014	Additions	Disposals/ Transfer	Acquired through business combina- tions	Revaluat- ions/ (Impair- ments)	As on March 31, 2015	As on April 1, 2014	Deprecia- tion charged for the year	Adjust- ment due to revalu- ations	On Dispo- sals	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	
Tangible Assets														
Building	4,090,717		-	-	-	4,090,717	100,525	65,267	-	-	165,792	3,924,925	3,990,192	
Plant and Machinery	14,009,413	313,453	240,072	-	-	14,082,794	1,770,371	2,028,614	-	-	3,798,985	10,283,809	12,239,042	
Vehicles	281,015		-	-	-	281,015	53,757	42,641	-	-	96,398	184,617	227,258	
Office Equipment	3,418,463		-	-	-	3,418,463	213,576	634,916	-	-	848,492	2,569,971	3,204,887	
Furniture & Fixture	291,791	12,312	-	-	-	304,103	20,867	35,875	-	-	56,742	247,361	270,924	
Total	22,091,399	325,765	240,072	-	-	22,177,092	2,159,096	2,807,314	-	-	4,966,410	17,210,682	19,932,303	
Intangible Assets														
Licenses and Franchise Fees	2,000,000	-	-	-	-	2,000,000	742,623	300,000	-	-	1,042,623	957,377	1,257,377	
Total	2,000,000	-		-	-	2,000,000	742,623	300,000	-	-	1,042,623	957,377	1,257,377	
TOTAL	24,091,399	325,765	240,072	-	-	24,177,092	2,901,719	3,107,314	-	-	6,009,033	18,168,059	21,189,680	

**Note 9**
**Non-Current Investment**
**(In Rs.)**

Details of Investment	As at March 31, 2014	As at March 31, 2013
<b>Trade Investments</b>	-	-
<b>Other Investments (Refer Table A below)</b>		
Investments in Government or Trust securities	20,000	20,000
<b>Total</b>	<b>20,000</b>	<b>20,000</b>
Less : Provision for diminution in the value of Investments	-	-
<b>TOTAL</b>	<b>20,000</b>	<b>20,000</b>

**Details of Other Investments**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares/Units		Quoted/ Unquoted	Partly Paid/ Fully paid	Extent of Holding (%)		Amount (in Rs.)		Whether stated at Cost Yes/No	If Answer to Column (9) is 'No' Basis of Valuation
			As at 31-Mar-15	As at 31-Mar-14			As at 31-Mar-15	As at 31-Mar-14	As at 31-Mar-15	As at 31-Mar-14		
(a)	Investments in Government or Trust securities											
	NSC in Post Office	Others	NA	NA	NA	NA	NA	NA	20,000	20,000	Yes	NA
	<b>Total</b>								<b>20,000</b>	<b>20,000</b>		

**NOTE 10**
**Long Term Loans and Advances**
**Security Deposits**

Unsecured, considered good

<b>Total</b>	As at March 31, 2014	As at March 31, 2013
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**NOTE 11**
**Trade Receivables**

Trade receivables outstanding for a period less than six months

Trade receivables outstanding for a period exceeding six months

<b>Total</b>	8,131,312	37,849,312
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Less: Advance receipts from debtors

<b>Total</b>	21,809,163	5,038,029
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**NOTE 12**
**Cash and Bank Balances**
**a. Cash and Cash Equivalents**

a. Balances with banks including FDRs having maturity less than 3 months

b. Cheques, drafts on hand	(7,340,633)	(9,60,505)
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c. Cash on hand	8,502,118	2,741,174
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<b>Total (a)</b>	6,678	6,650
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<b>Total (a)</b>	<b>1,168,163</b>	<b>17,87,319</b>
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**b. Other Bank balances**

FDR's with Bank having maturity more than 3 months

<b>Total (b)</b>	25,584,506	2,35,89,522
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<b>Total (a+b)</b>	<b>25,584,506</b>	<b>2,35,89,522</b>
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<b>Total (a+b)</b>	<b>26,752,669</b>	<b>25,376,842</b>
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	(In Rs.)	
	As at March 31, 2015	As at March 31, 2014
<b>NOTE 13</b>		
<b>Short-Term Loans and Advances</b>		
<b>Others</b>		
Unsecured, considered good		
For Supply of Goods and Services	453,652	256,646
Interest accrued but not due	917,866	587,206
Income Tax Refundable A.Y. 2013-14	-	765,240
Tax Deducted at Source	2,201,476	927,986
Service Tax Receivable	-	311,459
Prepaid Expenses	4,512,460	5,051,550
Advances to Employees- Salary Advance	19,859	32,568
<b>Total</b>	<b>8,105,313</b>	<b>7,932,655</b>
<b>NOTE 14</b>		
<b>Revenue From Operations</b>		
Advertisement Receipts	17,986,508	31,259,433
Studio & Satellite Education Services	20,486,050	13,878,932
<b>Total</b>	<b>38,472,558</b>	<b>45,138,365</b>
<b>NOTE 15</b>		
<b>Direct Expenses</b>		
<b>Jan TV operational expenses</b>		
Advertisement Commission	30,000	220,030
Broadcasting Charges	8,685,000	19,710,299
Business Promotion Support	-	406,860
Dish	-	3,479,851
Internet Leaseline Charges	6,105,675	1,282,859
Jan TV Bihar Expenses	319,733	98,982
Miscellaneous Operational Expenses	489,000	-
News Content Charges	196,180	355,400
News Coverage Exp. Bihar	222,475	261,890
News Coverage Expenses	1,473,377	1,397,650
Placement Execution Expenses	5,767,217	8,089,455
<b>Total</b>	<b>23,288,657</b>	<b>35,303,276</b>
<b>NOTE 16</b>		
<b>Other expenses</b>		
Auditor's Remuneration		
-For Company Law Matters	13,680	10,112
-For Taxation Matters	9,120	6,742
Advertisement	235,288	455,523
Legal & Professional Fees	73,714	68,785
Miscellaneous Expenses	169,777	293,651
Preliminary Expenses	-	5,504
Printing & Stationary	30,376	106,404
Power & Fuel	263,548	295,589
Rent	1,091,418	1,073,658

	(In Rs.)	
	For the Year Ended on March 31, 2015	For the Year Ended on March 31, 2014
Telephone & Internet Charges	180,215	340,659
Discount A/c	-	351,237
Office Expenses	484,554	606,709
Travelling & Conveyance Expenses	226,052	271,703
Repair & Maintenance Expenses	360,862	258,151
Patrakar Kalyan Kosh	40,045	197,433
Postage & Telegram	-	2,660
Insurance Expenses	174,471	31,823
Interest on Income Tax, Service Tax & TDS	103,548	389
<b>Total</b>	<b>3,456,668</b>	<b>4,376,732</b>

**Note 17**

**Significant Accounting Policies and Notes on Accounts**

**ACCOUNTING POLICIES**

**1. Basis of preparation of Financial Statements**

The Financial Statements are prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013. Accounts are maintained following historical cost convention. Incomes and expenses are accounted on accrual basis and all known expenses and liabilities are provided in full.

**2. Income Tax**

Income taxes have been computed using the tax effect accounting method, where taxes are accrued in the same period as the related revenue and expenses. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to timing differences between the taxable income and the accounting income for a period. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the timing differences are expected to be recovered or settled. The effect of changes in the tax rates on deferred tax assets and liabilities is recognized in the statement of income in the period of change. Deferred tax assets are recognized based on management's judgment as to the sufficiency of future taxable income against which the deferred tax asset can be realized.

**3. Fixed Assets:**

- All fixed assets are stated in the Balance Sheet at cost less accumulated depreciation. Cost comprises the purchase price and any other attributable costs incurred by the Company in bringing the asset in its present location and making it fit for its intended use.
- Depreciation is provided taking the useful life of the assets as per schedule II of the Companies Act, 2013 on average pro-rata basis from the date on which assets come in to operation or put to use.
- As Per the requirement of schedule II of The Companies Act, 2013 where the remaining useful life of any asset is nil as per the said schedule, the carrying amount of the same as on 01.04.2014 retaining the residual value of the assets, has been recognized in the retained earnings. The amount of the effect is Rs. 2,40,072/- which has been transferred to Profit and Loss account under note 2 named, Reserves & Surplus.

**NOTES ON ACCOUNTS**

**1. Quantitative details:**

The Company has not carried out any manufacturing and production activities during the year. Hence, it is not possible to give the quantitative details of sales and certain information.

**2. Contingent Liabilities: Nil**

**3. Others:**

The Company has not paid any remuneration to Directors during the year. There was no foreign exchange earning or outgo. The Company did not owe any money to any small-scale organization as at the end of financial year.

**4. The previous year's figures have been recasted/restated, wherever necessary, to conform to the same with the current financial year.**

**5. Deferred Taxes:-**

Particulars	As on 31.03.2015	As on 31.03.2014
Opening Balance of Deferred Tax Liability	1,298,926.00	8,03,753/-
Deferred Tax Liability created during the year	(214,861)	4,95,173/-
Closing Balance of Deferred Tax Liability	<b>1,084,065</b>	<b>12,98,926/-</b>

**6. Related Party Disclosure:**
**A. List of Related Parties:**
**(a) Holding company**

- Compucom Software Ltd.

**(b) Key Management Personnel**

- Mr. Surendra Kumar Surana, Director
- Mr. Shubh Karan Surana, Director

**(c) Enterprises over which the key management personnel exercises significant influence:**

- Sambhav Infotech Private Ltd
- Compucom Technologies Private Ltd
- Compucom (India) Private Limited
- Rishab Infotech Private Limited

**B. Transactions with the related parties:**
**(Rs. in lakhs)**

Nature of Transaction	Holding Company	Key Management Personnel	Enterprises over which the key management personnel exercises significant influence
Share Capital Issued	0.00	0.00	0.00
Services Rendered	157.21	0.00	26.00
Services received	0.00	0.00	0.00
Purchase of assets	0.00	0.00	0.00
Sale of assets	0.00	0.00	0.00
water & electricity exp. paid	0.00	0.00	2.36
Rent Paid	2.22	0.00	6.98
Rent earned	0.00	0.00	0.00
Remuneration	0.00	0.00	0.00
Interest Paid	0.00	0.00	0.00
<b>Outstanding Balance as on 31.03.2015</b>			
-Receivables	0.00	0.00	0.00
-Payables	0.00	0.00	0.00

**For S. Misra & Associates**
*Chartered Accountants*  
**FRN - 004972C**
**For and on the behalf of the Board**
**CA Sachindra Misra, Partner**  
*Membership No. - 073776*
**Surendra Kumar Surana**  
*Director*  
**DIN: 00340866**
**Shubh Karan Surana**  
*Director*  
**DIN: 00341082**
**CS Heena Garg**  
*Company Secretary*

Jaipur  
May 20, 2015



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## COMPUCOM SOFTWARE LIMITED

CIN:-L72200RJ1995PLC009798

Venue: "KRISHNA AUDITORIUM", Compucum Engineering College Compound, in front of Compucum Software Limited office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur- 302 022 (Rajasthan)  
Twenty First Annual General Meeting on Thursday, September 24, 2015

### ATTENDANCE SLIP

(Please complete this Form and hand it over at the entrance)

DP Id \_\_\_\_\_

Client Id \_\_\_\_\_

(For shares held in Demat Form)

Folio No \_\_\_\_\_

(For shares held in Physical Form)

Name of Member \_\_\_\_\_

No. of Shares held \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in only when a Proxy attends the Meeting)

I hereby record my presence at the Twenty First Annual General Meeting being held on Thursday, September 24, 2015 at "KRISHNA AUDITORIUM", Compucum Engineering College Compound, in front of Compucum Software Limited office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur- 302 022 (Rajasthan)

Signature of the Shareholder/Proxy/  
Authorized representative

- NOTES:-**
1. Shareholder/Proxy holder wishing to attend the Meeting must bring this attendance slip, duly signed, to the Meeting and hand it over at the entrance.
  2. Shareholder/Proxy holder desiring to attend the Meeting should bring his/her copy of Annual Report for reference at the Meeting.

## COMPUCOM SOFTWARE LIMITED

CIN:-L72200RJ1995PLC009798

Venue: "KRISHNA AUDITORIUM", Compucum Engineering College Compound, in front of Compucum Software Limited office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur- 302 022 (Rajasthan)  
Twenty First Annual General Meeting on Thursday, September 24, 2015

### FORM OF PROXY

Name of the member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Folio No/\*Client ID/\*DPID: \_\_\_\_\_

I / We, being member(s) of \_\_\_\_\_ shares of Compucum Software Limited, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ of failing him;
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ of failing him;
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id sign \_\_\_\_\_ as my/

our proxy to vote for me/us on my/our behalf at the Meeting of shareholders of Compucum Software Limited to be held on Thursday, September 24, 2015 at 11.30 A.M. and at any adjournment thereof in respect of such relations as indicated below:

Resolution No.	Resolution	Vote (Please mention No. of Shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2015.			
2.	Declaration of dividend.			
3.	Re-appointment of Mr. Shubh Karan Surana as Director.			
4.	Ratification of the appointment M/s. S.Misra& Associates, Statutory Auditors and to fix their remuneration for the financial year 2015-16.			
Special Business				
5.	Appointment of Trishla Rampuria as Director.			
6.	Appointment of Mr. Ramesh Chand Jain as an Independent Director.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of proxy holder

Revenue  
stamp  
of 1 Re

Note :


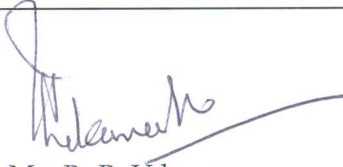
1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. A Proxy need not be a Member.
3. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.

Signature of Shareholder  
/first named holder

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(Pursuant to Clause 31(a) of Listing Agreement)

FORM A

S. No.	Particulars	Details
1.	Name of the Company	Compucom Software Limited
2.	Annual Consolidated Financial Statements for the year ended	March 31, 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	<ul style="list-style-type: none"><li>CEO/Managing Director</li></ul>	 Mr. Surendra Kumar Surana (Managing Director & CEO)
	<ul style="list-style-type: none"><li>CFO</li></ul>	 Mr. Sanjeev Nigam (Chief Financial Officer)
	<ul style="list-style-type: none"><li>Audit Committee Chairman</li></ul>	 Mr. R. P. Udawat (Independent Director)
	<ul style="list-style-type: none"><li>Auditor of the Company</li></ul>	Refer our Audit Report Dated May 29, 2015 on the consolidated Financial Statements of the Company  For M/s S. MISRA & ASSOCIATES Chartered Accountants (Firm registration No. 004972C)  CA Sachindra Misra (Partner) (Membership No. 073776)   Jaipur May 29, 2015

## Board of Directors



**Mr. Shubh Karan Surana**  
Non Independent &  
Non Executive Director  
Commerce Graduate  
with 50 Years of Business Experience



**Mr. Ajay Kumar Surana**  
Non Independent &  
Non Executive Director  
M.Tech. (IIT, Delhi),  
MS (Computer Science) USA



**Mr. Surendra Kumar Surana**  
CEO & Managing Director  
B.E. (Electronics) BITS, Pilani  
Graduate Studies (C.S.) USA



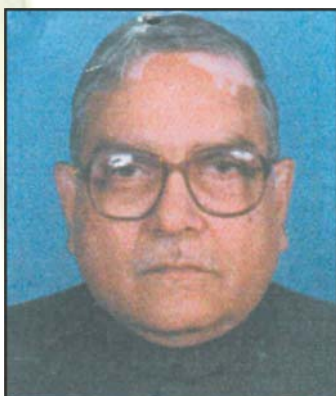
**Mr. Rajendra Prasad Udawat**  
Independent &  
Non Executive Director  
B.Tech. in Mechanical Engineering  
Retd. CGM in RIICO



**Dr. Anjila Saxena**  
Independent &  
Non Executive Director  
Ph.D. in Management



**Mr. Stephen Carl Viehman**  
Independent &  
Non Executive Director  
B.Tech. (Electrical)  
with 30 Years of Business Experience



**Mr. Ramesh Chand Jain**  
Additional Director  
M.Sc. in Physics  
Retd. RAS Officer



**Mrs. Trishla Rampuria**  
Additional Director  
Professional in Child  
Education

## **BOOK-POST**



### **INDIA LOCATIONS**

#### **Compucom Software Limited**

##### **Regd. & Corporate Office:**

IT 14-15, EPIP, Sitapura,  
Jaipur (Rajasthan) - 302022, India  
Ph. : +91-141-5115908 (10 Lines),  
Fax : +91-141-2770335  
E-mail : investor@compucom.co.in

##### **Bihar Office:**

Sarnagat House,  
M3/15, Srikishnapuri  
PS Srikishnapuri, Patna  
Bihar, India  
Tel. : +91-77810-16750

### **OVERSEAS LOCATIONS**

##### **ITneer, Inc.**

1880 South Lee CT,  
South Lee Business Park,  
Buford GA 30518 USA  
E-mail : usa@itneer.com

**Visit us at : [www.compucom.co.in](http://www.compucom.co.in)**