COMPUCOM

Software Limited

IT: 14-15 EPIP, RIICO Industrial Area,
Sitapura, Jaipur –302022 (India)
Tel. 91-141-2770131, 5115901-02
Fax: 91-141-2770335, 5115905
E-mail: cs@compucom.co.in
CIN:-L72200RJ1995PLC009798

No.: CSL/BSE/CSE/NSE/19-20/ Date: 08.08.2019

To,
The Manager,
Department of Corporate Services,
BSE Limited,
1st Floor, Rotunda Building, P.J. Tower,
Dalal Street,
Mumbai-400001
Fax no. (022) 22723719/22722039/2041
Email- corp.compliance@bseindia.com
Scrip Code: 532339

The Manager,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex Bandra (E)
Mumbai - 400 051
Fax No. (022) 26598237/38
Email- cmlist@nse.co.in
Stock Code: COMPUSOFT

THE MANAGER,
The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata: 700001
Scrip Code: 13335

Sub: - Notice of 25th Annual General Meeting to be held on 05.09.2019 along with Annual Report for the Financial Year 2018-19.

Dear Sir/Ma'am,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of 25th Annual General Meeting to be held on Thursday, 5th September, 2019 at 11:30 A.M. at "KRISHNA AUDITORIUM", Compucom Institute of Technology & Management Compound, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur, Rajasthan-302022 along with Annual Report for the Financial Year 2018-19, Proxy Form and Attendance Slip for your reference & record.

The Notice of 25th Annual General Meeting and Annual Report for Financial Year 2018-19 are also made available on the website of the Company at the link: http://compucom.co.in/mdocs-posts/annual-report_2018-19/

The Company has commenced the dispatch of the Notice of 25th Annual General Meeting and Annual Report for Financial Year 2018-19 to the members by the permitted mode(s) from Thursday, 8th August, 2019.

The Schedule of the 25th Annual General Meeting is as under:

Event	Date	Time
Cut-off date to vote on AGM Resolutions	29th August, 2019	NA
Book closure Date-AGM and Final Dividend	From 30th August, 2019 to 5th September, 2019	NA
Commencement of dispatch of annual	8th August, 2019	NA

COMPUCOM
Software Limited

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Sitapura, Jaipur –302022 (India)
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E-mail: cs@compucom.co.in
CIN:-L72200RJ1995PLC009798

report to shareholders		
Commencement of E-voting	1st September, 2019	9:00 A.M. IST
End of E-voting	4th September, 2019	5:00 P.M. IST
AGM	5th September, 2019	11:30 A.M. IST

You are requested to take note of above and inform all concerned accordingly.

Thanking You,

For Compucom Software Limited

SWATI JAIN

Digitally signed by SWATI JAIN
Date: 2019.08.08 13:38:15 +05'30'

(Swati Jain)
Company Secretary
FCS:8728

COMPUCOM
SOFTWARE LIMITED
We make IT happen

25th Annual Report
2018-19

From the desk of CEO & MD

Rays of Hope

Dear Shareholders!

Heartiest Greetings!

With great pleasure I am here to present the Annual Report of your company for the Financial Year 2018-19.

The State of Rajasthan has recently experienced Assembly elections in addition to General elections, which resulted in slight impediments in ICT projects for almost nine-ten months due to the model Code of Conduct. This has stymied our progress in this space a little.

Notwithstanding, our top line has improved by 29.14% & bottom line by 45%. EPS has also risen by 44.28%.

Financial ratios like current ratio & debt/equity ratio have also remained at 5.01 & 0.25 respectively. This shows the great liquidity position of your Company.

Our progress towards venturing into Hotel & Hospitality sector is very good. The construction work of a four star Heritage Hotel would be completed in the next couple of months & the interiors and fittings would be finished in the coming year. We plan to establish leading standards and practices in this project and have a dedicated team of experts working towards it.

We have also made good strides towards securing the IT and IT enabled business from abroad, this effort has also started bringing fruits for your Company and an upsurge in IT and new technology activity is to be expected.

Our Endeavour is to maximize the value creation for all the stakeholders. We will also be venturing into commodity trading and food processing business, in the Financial Year 2019-20. Parts of these will also be synergistic with the foray in hospitality sector as we are working towards creating self sustaining supply chains.

Under the CSR initiative your company has yet again been adorned with Government of Rajasthan's prestigious "BHAMA SHAH AWARD", which is a matter of pride for all of us.

With proud privilege I want to place on record my sincere thanks to the staff & my management team for their dedicated work & performance. Our invaluable investors, bankers, stock exchanges, state and central government administration have always extended their support & encouragement.

With Warm Regards,

Surendra Kumar Surana
Managing Director and CEO

Contents

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Surendra Kumar Surana
Managing Director

Mr. Ajay Kumar Surana
Non-Executive Director & Non- Independent Director

Mrs. Trishla Rampuria
Non-Executive Director & Non- Independent Director

Mr. Vaibhav Suranaa
Non-Executive Director & Non-Independent Director
(Additional Director w.e.f. May 18, 2019)

Dr. Satish Kumar
Non-Executive Director & Independent Director

Dr. Baldev Singh
Non-Executive Director & Independent Director
(Additional Director w.e.f. February 8, 2019)

Mr. Ghisa Lal Chaudhary
Non-Executive Director & Independent Director
(Additional Director w.e.f. February 11, 2019)

Mr. Sanchit Jain
Non-Executive Director & Independent Director
(Additional Director w.e.f. May 18, 2019)

Mr. Rajendra Prasad Udawat
Non-Executive Director & Independent Director
(Retd. on April 01, 2019)

Mr. Shubh Karan Surana
Non-Executive Director & Non-Independent Director
(Retd. on September 18, 2018)

Dr. Anjila Saxena
Non-Executive Director & Independent Director
(Retd. on August 02, 2018)

BOARD COMMITTEES

Audit Committee
Mr. Ghisa Lal Chaudhary (Chairman)
Mr. Vaibhav Suranaa
Mr. Sanchit Jain

Nomination & Remuneration Committee
Dr. Baldev Singh (Chairman)
Dr. Satish Kumar
Mrs. Trishla Rampuria

Stakeholders Relationship Committee
Mr. Vaibhav Suranaa (Chairman)
Mr. Ghisa Lal Chaudhary
Mrs. Trishla Rampuria

Corporate Social Responsibility Committee
Mr. Surendra Kumar Surana (Chairman)
Dr. Baldev Singh
Dr. Satish Kumar

KEY MANAGERIAL PERSONNEL

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

STATUTORY AUDITOR

M/s Sapra & Co.
Chartered Accountants
6/389, SFS, Mansarovar, Jaipur
(Rajasthan)-302020, India

SECRETARIAL AUDITOR

M/s V. M. & Associates
Company Secretaries
403, Royal World, Sansar Chandra Road,
Jaipur (Rajasthan) – 302001, 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@mcsregistrars.com

PRINCIPAL BANKES

Bank of Baroda, AXIS BANK, ICICI Bank, kotak, State Bank of India, HDFC BANK

REGISTERED OFFICE

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

Corporate Identification Number: -L72200RJ1995PLC009798

SUBSIDIARY COMPANY

CSL Infomedia Private Limited

NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting ("AGM/ Meeting") of the members of Compucom Software Limited will be held on Thursday, September 05, 2019 at 11.30 A.M. at "KRISHNA AUDITORIUM", Compucom Institute of Technology and Management Compound, SP-5, EPIP, Sitapura, Jaipur-302022 (Rajasthan), India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the:
   a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of Board of Directors and Auditors thereon; and
   b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.
2. To declare a final dividend of Rs. 0.10 per equity share for the year ended March 31, 2019.
3. To appoint a director in place of Mr. Ajay Kumar Surana (DIN: 01365819), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

4. **REAPPOINTMENT OF MR. GHISA LAL CHAUDHARY (DIN: 03602194) AS AN INDEPENDENT DIRECTOR:-**

   To consider and if thought fit, to pass, the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Mr. Ghisa Lal Chaudhary (DIN: 03602194) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company on 11th February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and Articles of Association of the company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company to hold office for 2nd term for a period of 2 years with effect from 11th February, 2019 to10thFebruary, 2021 and whose office shall not be liable to retire by rotation.

   FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **APPOINTMENT OF DR. BALDEV SINGH (DIN: 08333652) 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 Section 149, 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Dr. Baldev Singh (DIN: 08333652) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company on 8th February, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and Articles of Association of the company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 3 years with effect from 8th February, 2019 to 07thFebruary, 2022 and whose office shall not be liable to retire by rotation.

   FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **APPOINTMENT OF MR. SANCHIT JAIN (DIN: 08443516) 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 Section 149, 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Mr. Sanchit Jain (DIN: 08443516) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company on 18th

May, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and Articles of Association of the company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of the Listing Regulation and in respect of whom the Company has receive a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 year with effect from 18th May, 2019 to17th May, 2020 and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. APPOINTMENT OF MR. VAIBHAV SURANAA (DIN: 05244109) AS A DIRECTOR:-

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions (if any) of the Companies Act, 2013 read withthe Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")(including any statutory modification(s) or re-enactment(s) thereof for time being in force), Mr. Vaibhav Suranaa (DIN: 05244109) who was appointed by the Board of Directors as an Additional Director (Non Executive Promoter Director) of the Company on 18th May, 2019 pursuant to the provision of section 161(1) of the Companies Act, 2013 and Articles of Association of the company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Promoter Director of the Company and whose office shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. APPOINTMENT OF MR. SURENDRA KUMAR SURANA (DIN: 00340866) AS A CHAIRMAN, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER:-

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association and all other applicable rules, Laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the consent of the members be and is hereby accorded to the appointment of Mr. Surendra Kumar Surana as Chairman, Managing Director and Chief Executive Officer of the Company, for a period of 3 years (Three years) w.e.f. 10th July, 2019 to 9th July, 2022 on the terms and conditions including remuneration, as set out below:-

A: Basic Salary: Upto Rs. 3,00,000/- (Rupees Three Lakhs Only) per month

B: Perquisites: In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V annexed to the Companies Act, 2013 i.e. Upto Rs. 4,00,000/- (Rupees Four Lakhs Only) per month, will be provided to the Chairman & Managing Director.

Category I

a) **Housing:** Furnished residential accommodation will be provided to the CMD in lieu whereof rent upto 15% of his basic salary will be deducted. Expenses towards water, electricity and servants shall be borne and paid by the Company at actual in respects of which upto 15% of the basic salary of the CMD will be deducted by the Company. If the Company is unable to provide accommodation or the appointee is able to arrange his own accommodation, then the Company will furnish and maintain the premises and also bear the expenses of servants, electricity, water, etc. at actual in respect of which upto 15% of the basic salary of the CMD will be deducted by the company.

b) **Club Fee:** Fee including admission and life membership fee for a maximum of two clubs.

Category II

In addition to the perquisites, Mr. Surendra Kumar Surana shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law

a) **Provident Fund**: Company's Contribution to provident fund as per rules of the company.
b) **Gratuity**: payable in accordance with the rules of the company.
c) **Superannuation/ annuity Fund**: payable in accordance with any rules framed from time to time by the company in this regard.
d) **Earned Leave**: on full pay and allowances, as per rules of the company but not exceeding one month's leave for every eleven months of service.

Category III

a) **Conveyance**
Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) **Telephone**
Free telephone facility at residence. Personal long-distance calls shall be billed by the Company.

c) **Reimbursement of Expenses**
Apart from the remuneration as aforesaid, Mr. Surendra Kumar Surana, CMD shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) **Sitting Fee**
No sitting fee shall be paid to Mr. Surendra Kumar Surana,CMD for attending the Meetings of Board of Directors or any committee thereof. He shall be liable to retire by rotation.

e) Where in any financial year, the company has no profits, or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Surendra Kumar Surana, CMD subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Mr. Surendra Kumar Surana will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

b) Either party giving the other party three-months prior notice in writing to that effect may terminate the agreement.

c) If at any time Mr. Surendra Kumar Surana ceases to be Director of the Company for any reason whatsoever, he shall cease to be the CMD.

FURTHER RESOLVED THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Surendra Kumar Surana be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

FURTHER RESOLVED THAT subject to the applicable provisions and subject to the applicable statutory approvals, approval of the Company be and is hereby accorded for ratification and confirmation of all acts, deeds and whatsoever done, signed and executed by Mr. Surendra Kumar Surana for and on behalf of the Company by virtue of his position of the Managing Director of the Company from July 11, 2019 to September 05, 2019, including and not limited to the powers and authorities vested in him by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: July 27, 2019
Place: Jaipur

Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302 022 (Rajasthan)

By order of the Board of Directors
For Compucom Software Limited

Sd/-
(CS Swati Jain)
Company Secretary
M. No.: FCS 8728

NOTES:

1. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and to vote on a poll instead of such member and the proxy need not be a member of the company**.
Pursuant to provisions of section 105 of companies act, 2013 read with applicable rules, 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.

2. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business as set out above under item no. 4 to 8 to be transacted at the Meeting is annexed hereto. The relevant details as required, Under Regulation 26(4) and 36(3) of Securities Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment or re-appointment at this Annual General Meeting are also annexed.

3. The instrument appointing the proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the AGM. (a copy of the proxy form is annexed to this Annual Report 2018-19).
4. Corporate Members intending to send their authorized representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hrs. before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
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. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of payment of dividend for the Financial Year 2018-19 and AGM from Friday, 30th August, 2019 to Thursday, 05th September, 2019 (Both Days inclusive).
8. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as at the end of 29th August, 2019.
9. Members / Proxy(ies) are requested to bring their copy of the Annual Report at the meeting and to produce at the entrance, the attendance slip, duly completed and signed, for admission to the meeting hall. Members who holds shares in demat form are requested to write their Client ID and DP ID and those who holds shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding and The Register of Contracts or arrangements in which the directors are interested maintained under section 170 and under section 189 of the Companies Act, 2013 respectively, will be available for inspection by the members at the AGM.
11. Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent ("RTA") i.e. MCS Share Transfer Agent Ltd., Unit: Compucom Software Limited, F-65, 1st 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(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving Dividends.
12. Securities and Exchange Board of India has mandate the submission of the Permanent account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
13. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
14. As per Regulation 40 of Securities and Exchange Board of India Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agent Limited for assistance in this regard.
15. 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 RTA, M/s MCS Share Transfer Agent Ltd., Delhi for consolidation into single folio.
16. Members may now avail the facility of nomination as permitted under Section 72 of the Companies Act, 2013, in respect of physical shares held by them in the Company, by nominating in the prescribed Form SH-13, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the RTA for the prescribed form. Members holding shares in demat form may contact their respective depository participants for such nominations.
17. Members desirous of getting any information about the accounts and/or operations 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.
18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within

the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/ Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to corporate governance report which is a part of this Annual Report and FAQ of investor page on Company's website www.compucom.co.in.

19. The details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are timely uploaded on the Company's website at www.compucom.co.in

20. The copies of relevant documents i.e. register and returns can be inspected by the members 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 Fifth Annual General Meeting.

21. **"GO GREEN" Initiative:** In support of the "Green Initiative" announced by the Government of India as well as Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, RTA of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s). Members, whose email addresses are registered may also entitled to receive such communication in physical form, upon making a request for the same.

22. The Members vide resolution dated September 27, 2017 had appointed M/s Sapra & Co., chartered accountants (Firm Registration No: 003208C), as Statutory Auditors of the Company to hold office till the conclusion of the 28th Annual General Meeting of the Company to be held in the Calendar Year 2022, subject to ratification of such appointment by Members at every AGM. The requirement of ratification by Members at every AGM is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, the Board has not recommended ratification for the appointment of Statutory Auditors, However the Board has noted the confirmation received from M/s Sapra & Co., Chartered Accountants, to the effect that their appointment is in compliance of Sections 139 and 141 of the Act and rules made thereunder.

23. Shareholders may also visit Company's website: www.compucom.co.in and the website of CDSL Depository at www.evotingindia.com. as the annual report and the notice of AGM is available at the above-mentioned websites. For any query Shareholder may contact us at e-mail: investor@compucom.co.in.

24. The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

25. **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 (as amended) and Regulation 44 of Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically from a place other than the venue of the AGM ("remote e-voting"), 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. A resolution passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

26. The e-voting period commences on 1stSeptemeber, 2019 (9:00 A.M. IST) and ends on 4thSeptember, 2019 (5:00 P.M. IST). During this period, members holding share either in physical or dematerialized form, as on the cut-off date, i.e. 29thAugust, 2019 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their shares of the paid up equity share capital of the company as on the cut-off date, i.e. 29thAugust, 2019.

27. The facility for voting through Ballot/ Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting, can exercise their right at the meeting through Ballot/ Poll Paper.

28. Shareholders who have already voted by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

29. 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, 29th August, 2019 (cut-off date).

30. CS Manoj Maheshwari, FCS 3355, Practicing 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.

31. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared within 48 hours of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.compucom.co.in and on the website of CDSL www.evotingindia.com immediately after the result is declared by the

Chairman within 48 hours of passing of the resolutions at the Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges.

Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. 29th August, 2019 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Sunday, 1st September, 2019 (9.00 A.M.) and ends on Wednesday, 04th September, 2019 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 29th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach 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 that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the Compucom Software Limited on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com or Mr. Mehboob Lakhani, Manager (022-23058543) or Mr. Rakesh Dalvi, Manager (022-23054542) of Central Depository Services India Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013.

Date: July 27, 2019
Place: Jaipur

Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302 022 (Rajasthan)

By order of the Board of Directors
For Compucom Software Limited

Sd/-
(CS Swati Jain)
Company Secretary
M. No.: FCS 8728

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. 4: -

Mr. Ghisa Lal Chaudhary was appointed as an Additional Director in the Board Meeting held on 8th February, 2019 upto the ensuing Annual General Meeting. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors in the Board Meeting held on 27th July, 2019 proposes the re-appointment of Mr. Ghisa Lal Chaudhary (DIN: 03602194) as Independent Director, for a second term of two years from February 11, 2019 to February 10, 2021, not liable to retire by rotation. Mr. Ghisa Lal Chaudhary was appointed as an Independent Director at the twenty second Annual General Meeting ("AGM") of the Company and holds office up to February 10, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Ghisa Lal Chaudhary would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Mr. Ghisa Lal Chaudhary is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office by virtue of any SEBI Order or any other authority and has given his consent to act as a Director.

The Company has received a declaration from Mr. Ghisa Lal Chaudhary that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the companies Act, 2013 and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of Securities and Exchange Board of India Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and Securities and Exchange Board of India Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members 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 Fifth Annual General Meeting.

Brief resume of Mr. Ghisa Lal Chaudhary under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per Secretarial Standard 2 on General Meeting, are provided as below:

Mr. Ghisa Lal Chaudhary had a bachelor's degree in Science with master's in law. He has served a District and Sessions Judge. Worked with the Industrial Tribunal, Jaipur as Presiding Officer and was Joint Legal Remembrance & Secretary in Law Department, Govt. of Rajasthan. He has also been the Registrar (Vigilance) in the RajasthanHigh Court and has worked as a Secretary of Rajasthan Legislative Assembly, Jaipur.

Further details and current directorships of the above Director are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of Securities and Exchange Board of India Listing Regulations and other applicable Regulations, the re-appointment of Mr. Ghisa Lal Chaudhary as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

Save and Except, Mr. Ghisa Lal Chaudhary being appointee, 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. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item no. 5: -

Dr. Baldev Singh was appointed as an Additional Director in the Board Meeting held on 8thFebruary, 2019 upto the ensuing Annual General Meeting. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in the Board Meeting held on 27thJuly, 2019 appointed Dr. Baldev Singh as an Additional Director (Independent) of the Company with effect from 8thFebruary, 2019, 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, he holds the office of Additional Director only up to 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 his candidature for the office of Independent Director of the Company.

Dr. Baldev Singh is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office by virtue of any SEBI Order or any other authority and has given his consent to act as a Director.

The Company has received a declaration from Dr. Baldev Singh that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the companies Act, 2013 and regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of Securities and Exchange Board of India Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and Securities and Exchange Board of India Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

The terms and conditions of his appointment shall be open for inspection by the Members 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 Fifth Annual General Meeting.

Brief resume of Dr. Baldev Singh under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per Secretarial Standard 2 on General Meeting, are provided as below:

Dr. Baldev Singh is a Ph.D. holder on Statistical Applications of Artificial Neural Networks from University of Rajasthan. He has an experience of 32 years in Rajasthan Agricultural University. He is currently working with VGU Jaipur as Dean, Faculty of Engineering, and Principal of Vivekananda Institute of Technology (East). He is associated with IIT-Bombay as a part of "AKSH" project and T10kT projects and also associated with Quality Enhancement in Engineering Education (QEEE) programme of IIT-Madras since inception in 2014.

Further details and current directorships of the above Director are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of Securities and Exchange Board of India Listing Regulations and other applicable Regulations, the appointment of Dr. Baldev Singh as Independent Director for a period of 3 years i.e. from 8th February, 2019 to 7th February, 2022 is now being placed before the Members for their approval by way of Ordinary Resolution.

Save and Except, Dr. Baldev Singh being appointee, 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: -

Mr. Sanchit Jain was appointed as an Additional Director in the Board Meeting held on 18thMay, 2019 upto the ensuing Annual General Meeting. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in the Board Meeting held on 27th July, 2019 appointed Mr. Sanchit Jain as an Additional Director (Independent) of the Company with effect from 18thMay, 2019, pursuant to Section 161 of the Companies Act, 2013, read with the rules framed there under and the Articles of Association of the Company. As per the provisions of Section 161 (1) of the Act, he holds the office of Additional Director only up to 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 his candidature for the office of Independent Director of the Company.

Mr. Sanchit Jain is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office by virtue of any SEBI Order or any other authority and has given his consent to act as a Director.

The Company has received a declaration from Mr. Sanchit Jain that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the companies Act, 2013 and regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.In terms of Regulation 25(8) of Securities and Exchange Board of India Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and Securities and Exchange Board of India Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

The terms and conditions of his appointment shall be open for inspection by the Members 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 Fifth Annual General Meeting.

Brief resume of Mr. Sanchit Jain, under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per Secretarial Standard 2 on General Meeting, are provided as below:

Mr. Sanchit Jain is a Civil Engineer from IIT Delhi. He is pursuing PGDM from IIM Lucknow. He has experience of consultant as Business Advisory.

Further details and current directorships of the above Director are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of Securities and Exchange Board of India Listing Regulations and other applicable Regulations, the appointment of Mr. Sanchit Jain as an Independent Director for a period of 1 year i.e. from 18thMay, 2019 to 17th May, 2020 is now being placed before the Members for their approval by way of Ordinary Resolution.

Save and Except, Mr. Sanchit Jain being appointee, 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. 6 of the Notice.

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

Item no. 7: -

Mr. Vaibhav Suranaa was appointed as an Additional Director in the Board Meeting held on 18thMay, 2019 upto the ensuing Annual General Meeting.Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in the Board Meeting held on 27thJuly, 2019 appointed Mr. Vaibhav Suranaa as an Additional Director (Non-Executive Promoter Director) of the Company with effect from 18thMay, 2019, 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, he holds the office of Additional Director only up to 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 his candidature for the office of Non-Executive and Promoter Director of the Company.

Mr. Vaibhav Suranaa is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office by virtue of any SEBI Order or any other authority and has given his consent to act as a Director.

Brief resume of Mr. Vaibhav Suranaa under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per Secretarial Standard 2 on General Meeting, are provided as below:

Mr. Vaibhav Suranaa is a Civil Engineer from IIT, Delhi and MBA from IIM Ahmadabad. He has an experience of work in Compucom Foundation and Jan TV for matters related to management and publicity. He also has the experience of web designing and web developer.

Further details and current directorships of the above Director are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149 to the Act and Regulation 17 of Securities and Exchange Board of India Listing Regulations and other applicable Regulations, the appointment of Mr. Vaibhav Suranaa as Non-Executive Promoter Director is now being placed before the Members for their approval by way of Ordinary Resolution.

Save and Except, Mr. Vaibhav Suranaa being appointee and Mr. Surendra Kumar Surana being relative of appointee, none of 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. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item no. 8: -

Based on recommendation of Nomination and Remuneration Committee,the Board of Directors of the Company (the 'Board'), at its meeting held on May 18, 2019 recommended to the members appointment of Mr. Surendra Kumar Surana as Chairman cum Managing Director and Chief Executive Officer, for a period of 3 (Three) years with effect from July 10, 2019 to July 09, 2022 on Terms and conditions of his appointment as set out in the resolutions.

Mr. Surendra Kumar Surana was appointed as Managing Director at the twentieth Annual General Meeting ("AGM") of the Company for a term of 5 five years commenced from July 10, 2014 and ends on July 09, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received from Mr. Surendra Kumar Surana

(i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and not debarred from holding the office by virtue of any SEBI Order or any other authority, and (iii) Notice of interest in Form MBP-1 in terms of section 184(1), and other applicable provisions of the Companies Act, 2013

INFORMATION PURSUANT TO PARA 1(A) OF SECTION II OF PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information

1. Nature of Industry: Software, E-Learning & Wind Power Generation.
2. Date of incorporation: The Company was incorporated on 31st March, 1995.
3. Financial Performance based on given indicators: The financial performance of the Company during the previous three financial years is as under:-

Rs. in Lakh

	Financial Year Ended		
	31.03.2019	31.03.2018	31.03.2017
Revenue from Operations	6459	4570	5188
Profit Before interest & Depreciation	1737	1729	1888
Interest	199	100	210
Profit Before Depreciation	1538	1629	1678
Depreciation	905	1202	1469
Exceptional items	0	0	0
Profit before Tax	633	427	209
Provision for Tax	90	131	35
Profit After Tax	543	296	174

II. Information About The Appointee:

1. Background details: Mr. Surendra Kumar Surana aged about 57 years is one of the key promoters of the Company. He is Director of the Company since its incorporation and holding 20,43,683 Equity Shares in the Company as on 30.06.2019.
2. Past Remuneration and Proposed Remuneration:

Past Remuneration	Proposed Remuneration
Basic Pay Rs. 18,00,000 per annum. Other perquisites as mentioned in the Resolution. (From 10th July, 2014 to 9th July, 2019)	Basic Pay upto Rs. 36,00,000 per annum. Other perquisites as mentioned in the Resolution. (From 10th July, 2019 to 9th July, 2022)

3. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The Company has paid up share capital of Rs. 1582.50 Lakhs and is listed with three Stock Exchanges i.e. BSE Ltd. & National Stock Exchange of India Ltd. and Calcutta Stock Exchange Limited with approx 12000 shareholders. It is engaged in the business of Software and Learning Solutions with Turnover of Rs. 6459 Lakhs during the F.Y. 2018-19. Considering the size of the Company and profile of Mr. Surendra Kumar Surana responsibilities shouldered by him the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies in the same Industry.

6. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any: Excepting the payment of remuneration for their services detailed in the resolution he has no other pecuniary relationship with the Company. None of other Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ajay Kumar Surana, Director, Mrs. Trishla Rampuria, Director and Mr. Vaibhav Suranaa, Director being related to each other are interested in this resolution.

III. Other information:

1. Reasons of loss or inadequate profit: The Company earned profit before tax of Rs. 543 Lakhs for the financial year 2018-19 as compared to Profit before Tax of Rs. 296 Lakhs in the year 2017-18. During the financial year 2018-19, the Company is having adequate profit. In the coming years the company may have inadequate profits and therefore this resolution has been proposed.
2. Steps taken or proposed to be taken for improvement: The Company has undertaken

   Diversification in hospitality industry in near future. The Company is hopeful that these measures will yield good returns in future.
3. Justification for re-appointment of Mr. Surendra Kumar Surana as required under section 196(3) of the Companies Act, 2013: Mr. Surendra Kumar Surana is one of the promoters of the Company and he has attained age of 57 on 01.10.2019. He is driving force for growth of the Company and he has rich and varied experience in the industry. Therefore, it is in the interest of the Company to continue to avail of his considerable expertise and to appoint Mr. Surendra Kumar Surana as a Chairman cum Managing Director and Chief Executive Officer. Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Mr. Surendra Kumar Surana as a Chairman cum Managing Director and Chief Executive Officer, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

The Managing Director will perform his respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.The Managing Director shall adhere to the Company's Code of Conduct & Ethics for Directors and Management Personnel.

Brief resume of Mr.Surendra Kumar Surana, nature of their expertise in specific functional areas, names of public companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Regulation 36(3) of Securities Exchange Board of India(Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per Secretarial Standard 2 on General Meeting, are provided in the annexure of the Notice.

The resolution seeks the approval of the members in terms of Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Surendra Kumar Surana as the Chairman cum Managing director and CEO with effect from July 10, 2019.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Date: July 27, 2019
Place: Jaipur

Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302 022 (Rajasthan)

By order of the Board of Directors
For Compucom Software Limited

Sd/-
(CS Swati Jain)
Company Secretary
M.No.: FCS 8728

ANNEXURE TO THE NOTICE OF 25th AGM

Information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors who is proposed to be appointed/ re-appointed at the ensuing Annual General Meeting to be held on Thursday, 05th September, 2019.

Name of Director	Mr. Ghisa Lal Chaudhary	Dr. Baldev Singh	Mr. Sanchit Jain	Mr. Vaibhav Suranaa	Mr. Surendra Kumar Surana	Mr. Ajay Kumar Surana
Date of Birth	September 2, 1949	February 12, 1962	August 20, 1993	March 29, 1993	October 01, 1962	February 10, 1958
DIN	03602194	08333652	08443516	05244109	00340866	01365819
Age	69	57	25	26	56	61
Qualification	Mr. Ghisa Lal Chaudhary hold's a bachelor's Degree in Science with Masters in Law	Dr. Baldev Singh is Ph.D Holder on "Statistical Applications of artificial Neural Networks", M.Tech in Computer Science & M.Sc in Statistics	Mr. Sanchit Jain is a Civil Engineer from IIT Delhi and perusing PGDM from IIM Lucknow.	Mr. Vaibhav Suranaa is a qualified MBA from IIM Ahmadabad and B. Tech in Civil Engineer from IIT Delhi	Mr. Surendra Kumar Surana is a B.E. Electrical & Electronics	Mr. Ajay Kumar Surana is M-Tech (Elect.), IIT Delhi & M.S. (Computer Science), NJIT
Brief Resume and Experience	Mr. Ghisa Lal Chaudhary has served as a District and Sessions Judge. He has the experience of 44 years as District Judge. Worked with the Industrial Tribunal, Jaipur as Presiding Officer and was Joint Legal Remembrance & Secretary in Law Department, Govt.of Rajasthan. He has also been the Registrar (Vigilance) in the Raj.High Court and has worked as a Secretary of Rajasthan Legislative Assembly, Jaipur.	Dr.Baldev Singh has an experience of 32 years in Rajasthan Agricultural University. He is currently working with VGU Jaipur as Dean, Faculty of Engineering, and Principal of Vivekananda Institute of Technology (East). He is associated with IIT-Bombay as a part of "AKSH" project and T10kT projects and also associated with Quality Enhancement in Engineering Education (QEEE) programme of IIT-Madras since inception in 2014.	Mr. Sanchit Jain has one year of experience of consultant as Business Advisory.	Mr.Vaibhav Suranaa has one year of experience of work in Compucom Foundation and Jan TV for matters related to management and publicity. He also has the experience of web designing and web developer.	Mr. Surendra Kumar Surana an electric engineer, rose to handle critical portfolio with his outstanding performance, leadership and project management skills also have a 31 years rich experience in Indian IT& Education industry	Mr. Ajay Kumar Surana is CEO of ITneer Inc., worked as Software Consultant from 36 years in Bell Atlantic, Clint server, DBMS Technology, internet & E-Commerce segment
Nature of expertise in specific functional areas	Expert in Financial, Leadership and Technology	Expert in Financial, Leadership, Technology and Global Business	Expert in Financial, Leadership, Sales and Marketing, diversity and Technology	Expert in Financial, Leadership, Diversity, Global Business, Sales and Marketing and Technology	Expert in Financial, Leadership, Diversity, Global Business, Sales and Marketing and Technology	Expert in Financial, Leadership, Diversity, Global Business, Sales and Marketing and Technology
Directorships heldin other public listed Companies (Excluding foreign companies and section 8 companies	NIL	NIL	NIL	NIL	NIL	NIL

Name of Director	Mr. Ghisa Lal Chaudhary	Dr. Baldev Singh	Mr. Sanchit Jain	Mr. Vaibhav Suranaa	Mr. Surendra Kumar Surana	Mr. Ajay Kumar Surana
Membership/ Chairmanships of the Committees of the Board of other public Companies in India	NIL	NIL	NIL	NIL	NIL	NIL
No. of Equity shares held in the Company as on 31st March, 2019	NIL	NIL	NIL	6711 Shares	2043683 Shares	801581 Shares
Relationship between Directors & Key Managerial Personnel	Nil	Nil	Nil	Son of Mr.Surendra Kumar Surana	Brother of Mr. Ajay Kumar Surana and Mrs. Trishla Rampuria and Father of Mr. Vaibhav Suranaa	Brother of Mr. Surendra Kumar Surana and Mrs. Trishla Rampuria
Key terms and conditions of re-appointment	Re-appointment as Non-Executive Independent Director for a period of 2 years, not liable to retire by rotation.	Appointment as Non-Executive Independent Director for a period of 3 years, not liable to retire by rotation.	Appointment as Non-Executive Independent Director for a period of 1 year, not liable to retire by rotation.	Appointment as Non-Executive Promoter Director, liable to retire by rotation.	The terms and conditions of appointment including remuneration are forming part of the resolution set out at item no. 8 of this Notice	Re-appointment as Non-executive Director subject to retire by rotation.
Remuneration Proposed to be paid	Sitting fees for attending the meetings of the Board of Directors and their Committees	Sitting fees for attending the meetings of the Board of Directors and their Committees	Sitting fees for attending the meetings of the Board of Directors and their Committees	Sitting fees for attending the meetings of the Board of Directors and their Committees		Sitting fees for attending the meetings of the Board of Directors and their Committees
Date of First Appointment on Board	February 11, 2016	February 08, 2019	May 18, 2019	May 18, 2019	March 31, 1995	March 25, 1996
No of Board Meeting attended during the year 2018-19	4	0	0	0	5	1
Last Drawn Remuneration	Sitting fees paid and details is given in Corporate Governance Report	Sitting fees paid and details is given in Corporate Governance Report	Nil	Nil	Remuneration Last Drawn is Rs. 18 Lakhs in the Financial Year 2018-19.	Sitting fees paid and details is given in Corporate Governance Report

Date: July 27, 2019
Place: Jaipur

Registered Office:
IT 14 -15, EPIP, Sitapura,
Jaipur - 302 022 (Rajasthan)

By order of the Board of Directors
For Compucom Software Limited

Sd/-
(CS Swati Jain)
Company Secretary
M.No.: FCS 8728

BOARD'S REPORT

To
The Members,
Compucom Software Limited

Your Company has immense pleasure in presenting their 25th Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year ended on March 31, 2019.

FINANCIAL RESULTS:

The highlights of the financial results for the financial year 2018-19 are as follows: (Rs. in Lakhs)

Particulars	31.03.2019	31.03.2018
Total Income	7007	4948
Total Expenses	5269	3219
Operating Profit (PBDIT)	**1738**	**1729**
Finance Cost	199	100
Depreciation	905	1202
Profit before Tax	634	427
Other Comprehensive Income	13	12
Exceptional Items	-	-
Provision for Income Tax including Deferred Tax	91	131
Net Profit after Tax	**556**	**308**
Appropriation		
Dividend	79	79
Dividend Tax	16	16
Transfer to General Reserve	-	-
Total Appropriations	95	**95**
Earnings per Share: Basic and Diluted (in Rs.) Considering Extraordinary Items	0.70	0.39
Without Considering Extraordinary Items	0.70	0.39

RESULTS OF OPERATIONS:

Total income earned during the year amounted to Rs. 7,007 lakhs compared to that of Rs. 4,948 lakhs in the previous financial year. This reflects increase of Rs. 2,059 lakhs i.e. 41.61% this is due to Sale of investment made in Subsidiary Company ITneer Inc. and 3 new projects of ICT. The profit before tax has increased from Rs. 427 lakhs in the previous financial year to Rs 634 lakhs in the current financial year.

The Operating Profit during the period under review is Rs. 1738 lakhs as compared to Rs. 1729 lakhs in the previous financial year and the total operating expenses during the year amounted to Rs. 5269 lakhs as compared to Rs. 3219 lakhs in the previous Financial Year.

The Future prospects regarding the working of the Company and reasons for deviations in the income are provided in the Management Discussion and Analysis Report as **Annexure VII** of this report.

As required by IND AS- 110, 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 current Financial Year 2018-19 was Rs. 281 Lakhs as against Rs 401 Lakhs during the previous financial year. This reflects decrease of 29.93% i.e. Rs. 120 Lakhs. Profit earned from this segment amount to Rs. 48 Lakhs as compared to that of Rs. 99 Lakhs during the previous Financial Year, which has resulted in decrease of 51.52% i.e. Rs. 51 Lakhs. The profit is decreased due to completion of companies' project i CARE Latest Release- Samsung and Tekmark and no any new project received.

(2) Learning Solutions:

Learning Solution Segment mainly comprises ICT Phase III, ICT Phase IV, 303 School Project, 1172 School Project and other projects. The Company has covered total 3,273 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. Most of these projects are in form of IT Infrastructure development at school levels.

The Company has been running successfully, 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 was a five (5) year project on BOOT model. During the Year Company is successfully completed its ICT III Project.

The Company has massive plans for capturing the advantage of Indian education expenditure planned through Govt. of India promoted PPP models across India fueled 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.

During the year Company run 3 new Project which was awarded last year:

1) **303 School Project:** For supply of installation of Computer system, printers, UPS, LED TV, Projector etc. in 303 Govt. Secondary and Senior Secondary School (Phase-V) with 5 years on sight comprehensive warranty worth Rs. 11.87Crore (Approx.).

2) **1172 School Project**: For supply and installation of Computer Systems, UPS and Networking & Electrification etc. in 1172 Government Secondary/Senior Secondary Schools with five (5) year On-Site Comprehensive Warranty worth Rs. 32.99 Crores (Approx.).

3) **ICT Phase IV:** For providing education as per Govt. syllabus and supply of related items in 525 Government Schools for integrated scheme for Computer Education (CE) and Information & Communication Technology (ICT) @ Schools (Phase-IV) as BOOT Model worth Rs. 37.48 Crores (Approx.) for a period of Five (5) Years.

During the year the revenue generated from this segment was Rs. 5,997 Lakhs as against Rs 4,028 Lakhs during the previous financial year. This reflects increase of 48.88% i.e. Rs. 1,969 Lakhs. The revenue is increased due to ICT School Projects.

(3) Wind Power Generation:

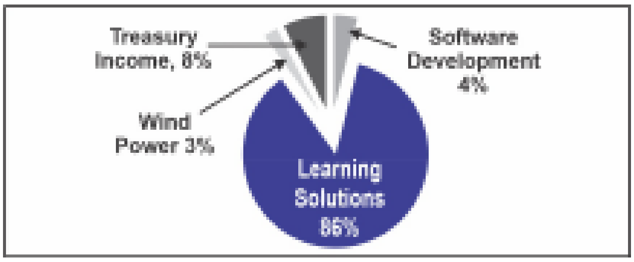
The Company has installed two wind power generation plants in Jaisalmer (Rajasthan) with capacity of 0.6 MW each, two at Sikar (Rajasthan) with capacity of 0.6 MW each & One Plant at Krishna (Andhra Pradesh) with capacity of 0.8 MW. Total wind power generation capacity is 3.2 MW. The operation and maintenance of all these wind power project has been out-sourced to M/s Wind World India Ltd. (previously known as Enercon India Limited).

During the year revenue generated from this segment amounted to Rs. 180 Lakhs as compared to Rs. 141 Lakhs during the previous year ended on March 31, 2018 which shows an increase in the revenue by 27.66% i.e. Rs. 39 Lakhs due to more generation of units. Profit earned from this segment amount to Rs. 45 Lakhs as compared to that of Rs. 26 Lakhs during the previous Financial Year, which has resulted a increase of 73.08% i.e. Rs. 19 Lakhs due to variation in generation of unit which depends on weather.

(4) Treasury Activities:

During the year revenue generated from other sources amounted to Rs. 548 Lakhs as compared to Rs. 378 Lakhs during the previous year ended on March 31, 2018 which shows an increase in the revenue by 44.97% i.e. Rs. 170 Lakhs. The Profit is increased due to sale of Foreign Subsidiary ITneer Inc.

The following chart depicts revenue generated from operation for the year ended March 31, 2019: -



DETAILS OF SUBSIDIARY COMPANIES:

The Company had two subsidiary companies i.e. CSL Infomedia Private limited, Jaipur and ITneer Inc., USA. During the Year Company voluntarily sold ITneer Inc. by passing a special resolution through Postal Ballot as on March 12, 2019. There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 (“Act”). There has been no material change in the nature of the business of the subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company’s subsidiaries in Form AOC-1 is provided in the later section of the Annual Report after Financial Statement of the Company as **Annexure X**.

Further, pursuant to the provisions of Section 136 of the Act, the Standalone financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the later section of Annual Report.

During the year, operations of subsidiary was reviewed.

(A) **CSL Infomedia Pvt. Ltd.** is subsidiary Company of Compucom Software Limited. It has earned total revenue of Rs. 590 Lakhs during the financial year 2018-19 as compared to Rs. 761 Lakhs in the previous financial year which shows a decrease of 22.47% i.e. Rs. 171 Lakhs. The Company has earned Profit of Rs. 107 Lakhs as compared to Rs. 236 Lakhs in the previous financial year which shows a decrease of 54.66% i.e. Rs. 129 Lakhs. The Company is mainly operating in multimedia, Content Development, Education TV Segment and Satellite Education. The copy of the audited Financial Statements together with the independent Auditors Report is provided in a separate section of this Annual Report. The company has two TV Channels; 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 **www.jantv.in**

(B) **ITneer Inc.** was a USA based Wholly owned subsidiary Company of Compucom Software Limited, which was sold to Surana Associates Inc, USA as on March 12, 2019 by the approval of the shareholders through Postal Ballot. The net loss incurred by ITneer Inc. upto December 31, 2018 was US $ 113,927. None of any employee of the ITneer Inc. worked in the Compucom Software Limited.

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 2018-19. The dividend distribution tax is to be paid by the Company @ 15% on the gross amount of Dividend with an additional surcharge of 12% on DDT and education cess of 4% as per section 115O of the Income Tax Act, 1961. During the year 2018-19 amount paid by way of dividend was Rs. 79,12,518.80/- and Dividend Distribution Tax paid on them was Rs. 16,10,803/-.

The Register of Members and Share Transfer Books will be closed from Friday, August 30, 2019 to Thursday, September 5, 2019 for the purpose of payment of the final dividend for the financial year ended March 31, 2019.

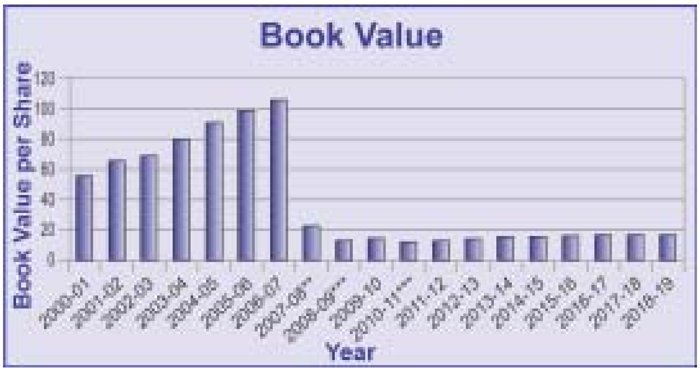
Dividend declared & paid since the listing of shares of the Company:

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%
2014-15	5%
2015-16	5%
2016-17	5%
2017-18	5%

Book Value per Share

Details of Book value during the last 19 (Nineteen) years are as under:

Financial Year	No of Shares	Face Value per share	Book Value Per share (in Rs.)
2000-01	5025000	10	55.74
2001-02	5025000	10	65.6
2002-03	5025000	10	69
2003-04	5025000	10	79.9
2004-05	5025000	10	90.79
2005-06	5025000	10	98.73
2006-07	5025000	10	105.89
2007-08*	25125000*	2 (10)	22.79
2008-09**	50250000**	2	13.1
2009-10	50250000	2	14.47
2010-11***	79125188***	2	12.26
2011-12	79125188	2	12.97
2012-13	79125188	2	13.92
2013-14	79125188	2	14.74
2014-15	79125188	2	14.94
2015-16	79125188	2	15.7
2016-17	79125188	2	15.81



2017-18	79125188	2	15.42
2018-19	79125188	2	15.88

*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.

SHARE CAPITAL:
During the year, there has been no change in the authorized and Paid up share capital of the Company. The Company have Rs. 20,00,00,000/- as authorized Share Capital divided into 10,00,00,000 equity shares of RS. 2/- each. The Company has Rs. 15,82,50,376/ - paid up share capital.

FIXED DEPOSITS/DEPOSITS FROM PUBLIC:
During the financial year 2018-19, your Company has not accepted any fixed deposits nor renewed any Fixed deposit, falling within the definition of Section 73, 74 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, no amount of Principal or Interest was outstanding as of the Balance Sheet date.

LISTING OF SHARES:
Your Company's shares are listed at National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and Calcutta Stock Exchange Limited (CSE) and the listing fee for the financial year 2019-20 has been duly paid. The Company's Symbol at NSE is COMPUSOFT and the Scrip Code of the Company at BSE is 532339 and at CSE is 13335.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS:
5 (Five) meetings of Board of Directors were held during this financial year. The dates on which the Board Meetings were held are as follows:

May 29, 2018; August 13, 2018; November 13, 2018; December 29, 2018; February 8, 2019.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and clause 1.1 of SS-1 issued by The Institute of Company Secretaries of India. The Details of the Board Meetings and attendance at such meeting are provided in the Corporate Governance Report attached with the Annual Report as **Annexure VIII**.

NOMINATION AND REMUNERATION POLICY:
The Nomination and Remuneration Policy of the Company, containing selection and remuneration criteria of Directors, senior management personnel and performance evaluation of Directors/Board/Committees/Chairman, has been designed to keep pace with the dynamic business environment and market-linked positioning. The policy has been duly approved and adopted by the Board, pursuant to the recommendations of the Nomination and Remuneration Committee of the Board.

During the year no amendment was made in the said policy. The Nomination and Remuneration policy is available on the company's website at http://compucom.co.in/mdocs-posts/nomination-remmuneration/

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.

DETAILS OF APPOINTMENT OF DIRECTORS AND KMP'S AND THEIR RESIGNATION DURING THE YEAR:
Appointment
During the Year 2018-19 Dr. Baldev Singh was appointed as an Additional Director w.e.f. February 8, 2019, on the Board of the Company upto ensuing Annual General Meeting and seeking his appointment as Independent Director in the ensuing Annual General Meeting for a period of 3 years commencing from February 8, 2019 to February 07, 2022. Resolution for his reappointment are being proposed at the 25th Annual General Meeting and his Profile is included in the Notice of the 25th Annual General Meeting.

Mr. Sanchit Jain and Mr. Vaibhav Suranaa were appointed as an Additional Directors w.e.f. May 18, 2019, on the Board of the Company upto ensuing Annual General Meeting and seeking their appointment in the ensuing Annual General Meeting. Resolutions for their reappointment are being proposed at the 25th Annual General Meeting and their Profile are included in the Notice of the 25th Annual General Meeting.

Re-appointment
During the Year 2018-19 the first tenure of Dr. Satish Kumar was completed on May 24, 2018. Keeping in view the long and rich experience, continued valuable guidance to the management and effective participation and contribution, Dr. Satish Kumar was re-appointed as Additional Director as on May 25, 2018 and same was regularized by the shareholders in the 24th Annual General Meeting held on September 18, 2018 for a term of 3 years from May 25, 2018 to May 24, 2021.

The first tenure of Mr. Ghisa Lal Chaudhary was completed as on February 10, 2019 and Keeping in view the long and rich experience, continued valuable guidance to the management and effective participation and contribution, he is re-appointed as an Additional Director w.e.f. February 11, 2019 upto the ensuing 25th Annual General Meeting and seeking his re-appointment as Independent Director in the ensuing Annual General Meeting. Resolutions for his reappointment are being proposed at the 25th Annual General Meeting and his Profile is included in the Notice of the 25th Annual General Meeting.

Retirement

Dr. Anjila Saxena was retired w.e.f. August 2, 2018. She completed two terms as Independent Director in the Company.

Mr. Shubh Karan Surana, Director was retired by rotation from the Company in the previous Annual General Meeting held on September 18, 2018 and he did not seek re-appointment.

Mr. Rajendra Prasad Udawat, Independent Director was retired w.e.f. April 1, 2019. He completed two terms as Independent Director in the Company.

Director Retire by Rotation

In accordance with the provisions of the Act, Mr. Ajay Kumar Surana, Non-Executive Directors of the Company is liable to retire by rotation at the ensuing 25th Annual General Meeting of the Company. He is eligible and offered himself for re-appointment. Resolutions for his reappointment are being proposed at the 25th Annual General Meeting and his Profile is included in the Notice of the 25th Annual General Meeting.

Change in KMP

During the Financial Year 2018-19 there is no changes in KMP.
Note: Except this there is no change in Board of Directors and Key Managerial personnel (KMP).

VIGIL MECHANISM:

The Company Promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a vigil mechanism under which the employees, directors and other stakeholders are free to report matters such as generic grievances, corruption, misconduct, fraud, misappropriation of assets and noncompliance of code of conduct to the Company. The policy safeguards the whistle blowers against victimization or grievances and also provides a direct access to the chairman of the audit committee. During the year under review none of the personnel has been denied access to the Audit Committee and during this Financial Year Company has not received any query regarding thereof.

The Vigil Mechanism is available on the weblink http://compucom.co.in/mdocs-posts/vigil-mechanism/

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19

Complaints	Financial year 2018-19
Number of compliances received during the year	NIL
Number of complaints disposed during the year	NIL
Number of complaints pending at the end of the year	NIL

DECLARATION OF INDEPENDENCE BY DIRECTORS:

The Independent Directors of the Company have affirmed that they continue to meet all the requirements of independence specified under sub-section (*6*) of section 149 of Companies Act, 2013 and the Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.Further, all necessary declarations with respect to independence have been received from all the Independent Directors and also received the confirmation that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and the Code of the Company for Directors and Senior Management personnel.

BOARD COMMITTEES:

Currently, the Board of the Company has four committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The Composition and other Details of the Committee are provided in the Corporate Governance Report attached with the Annual report as **Annexure VIII.**

CORPORATE SOCIAL RESPONSIBILITY:

In line with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014, your Company has undertaken various CSR projects in the area of education, higher education, eradication of hunger and malnutrition, which are in accordance with the Schedule VII of the Act and CSR Policy of the Company. The company's CSR Policy is available on website of the Company at http://compucom.co.in/mdocs-posts/csr-policy/ During the year, the

Company spent 16.07 Lakhs (around 2.92% of the average net profits of last three financial years) on CSR activities. The annual report on CSR activities is annexed herewith marked as **Annexure I**.

FORMAL ANNUAL EVALUATION:

Your Company is following the most effective way to ensure that Board Members understand their duties and adopt good governance practices. In furtherance to this, the Directors of your Company commit to act in good faith to promote the objects of the Company for the benefit of its employees, the Stakeholders including Shareholders, the community and for the protection of environment. Your Company has designed a mechanism as per the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 for the Evaluations of performance of Board, Committees of Board & Individual Directors. The above mechanism is based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Nomination & Remuneration Committee carried out the evaluation of every Director's performance and the Board additionally carried out an evaluation of its own performance, Statutory Board Committees namely Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee and all the Individual Directors without the presence of the Director being evaluated. During the financial year under review, separate Meeting of the Independent Directors was held on May 29, 2018, without the attendance of Non- Independent Directors and the Management of the Company to review the performance of the Non- Independent Directors, Chairman and Board as a whole, after assessing the quality, quantity and timeliness of flow of information between the management and the Board which is necessary for the Board to effectively and reasonably perform its duties. Major aspects of Board evaluation included who is to be evaluated, process of evaluation including laying down of objectives and criteria to be adopted for evaluation of different persons, feedback to the persons being evaluated and action plan based on the results. The manner in which the evaluation has been carried out has been explained in the Report on Corporate Governance forming part of this Report as "**Annexure-VIII**". As required under the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

FAMILIARIZATION PROGRAMME AND TRAINING TO INDEPENDENT DIRECTORS:

The Familiarization Programme of your Company aims to familiarize Independent Directors with the Software industry scenario, the Socio-economic environment in which your Company operates, the business model, the operational and financial performance of your Company, to update the Independent Directors on a continuous basis on significant developments in the Industry or regulatory changes affecting your Company, so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Independent Directors on their roles, responsibilities, rights and duties under the Act and other relevant legislations. The details of the familiarization programmes have been hosted on the website of the Company at http://compucom.co.in/mdocs-posts/familiarisation-programme-for-independent-directors_2019/

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. The letter of appointment is available on the website of the Company.

INTERNAL FINANCIAL CONTROL SYSTEMS:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The Audit Committee reviews adherence to internal financial control systems and internal audit reports. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the Financial Year Company has not given any Loan, Provide any Guarantee and Security. Particulars of the Investments covered under section 186 of the Companies Act, 2013 are provided in the note no. 06 of the Standalone Financial Statement provided in this Annual Report.

TRANSFER TO RESERVES:

Your directors do not propose to transfer any amount to the general reserves of the company for the financial year ended on March 31, 2019**.**

AUDIT REPORTS AND AUDITORS:

AUDIT REPORTS

Statutory Auditor's Report

The Auditors' Report for Financial Year 2018-19 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Secretarial Audit Report

The Secretarial Auditor's Report for Financial Year 2018-19 does not contain any qualification, reservation or adverse remark. The Secretarial Auditors' Report is enclosed as **Annexure II** to the Board's Report in this Annual Report.

AUDITORS

Statutory auditors

Under Section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the provisions of the Companies Act, 2013. In line with the requirements of the Companies Act, 2013, M/s Sapra & Co., Chartered Accountants (FRN:003208C), was appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 23rd Annual General Meeting of the Company held on September 27, 2017, till the conclusion of the 28th Annual General Meeting to be held in the year 2022 at such remuneration plus GST as may be mutually agreed between the Board of Directors and the Auditors.

Requirement of ratification of Statutory Auditor at every General Meeting as per section 139(1) of the Companies Act, 2013 has been omitted by the Companies (Amendment) Act, 2017 w.e.f. 5th May 2018 as per notification S. No. 1833(E).

The statutory auditors have confirmed that they satisfy the independence criteria required under Companies act, 2013, Code of ethics issued by Institute of Chartered Accountants of India and eligible as per the Companies act, 2013.

Secretarial Auditors

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, (FRN: P1984RJ039200) was appointed as Secretarial auditors to conduct the secretarial audit of the Company for the financial year 2018-19.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries, (FRN: P1984RJ039200) as Secretarial Auditor of the Company to carry out secretarial audit for the financial year 2019-20. He is eligible to become the Secretarial Auditor as per the rules of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Internal Auditors

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 there under, Mrs. Garima Gupta, Chartered Accountant & Company Secretary, Jaipur, was appointed to conduct the internal audit of the Company for the financial year 2018-19.

The Board has reappointed Mrs. Garima Gupta, Chartered Accountant & Company Secretary, as an Internal Auditor of the Company in its meeting held on May 18, 2019 to carry out internal audit for the financial year 2019-20.

Cost records and cost audit

In Compliance with Regulation prescribed by the Central Government under section 148(1) of the Companies Act, 2013, the Company maintained Cost Records for activity related to Education and Wind Power Generation and the requirement of cost audit as per Section 148(2) of the Companies Act, 2013 is not applicable on the Company.

CORPORATE GOVERNANCE:

Our corporate governance practices are a reflection of our value system encompassing our culture, polices and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

The report on Corporate Governance for the financial year ended March 31, 2019, as per Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Annual Report as **Annexure VIII**.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE REPORT:

As required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate on corporate governance is enclosed as **Annexure IX** to the Board's Report. The auditors' certificate for the Financial Year 2018-19 does not contain any qualification, reservation or adverse remark.

BOARD DIVERSITY:

The company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender that will help us retain our competitive advantage. The Board Diversity Policy adopted by the Board sets out its approach to diversity. The Policy is available on our website, at http://compucom.co.in/mdocs-posts/board-diversity-policy/

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms as part of this Annual Report as **Annexure VII** which describes the Management Discussion and Analysis of Financial Conditions and Results of Operations of the Company describing the Company's objectives, expectations or predictions.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE AND OUTGO:

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are annexed to this Report as **Annexure III**.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Information on transactions with related parties pursuant to Section 188(1) for entering into such contract or arrangement in Form AOC-2 is annexed to this Report as **Annexure IV**. All the transactions with the related party were in accordance with the Section 188 of the Companies Act, 2013, read with the Rules issued thereunder and the Listing Regulations.

PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details, as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as **Annexure V** of the Board's Report.

Details as required under Section 197(12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, with respect to information of top ten employees of the Company in terms of remuneration drawn will be provided upon request by a Member. In terms of the provisions of Section 136(1) of the Act, the Report and Accounts, as set out therein, are being sent to all the Members of your Company, excluding the aforesaid Annexure which is available for inspection by the Members at the Registered Office of the Company during business hours on all working days of the Company up to the date of the Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary at the Registered Office of your Company in this regard none of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his/her spouse and dependent children) more than two percent of the equity shares of the Company.

EXTRACT OF ANNUAL RETURN:

An extract of the Annual Return in Form MGT-9 in compliance with Section 92(3) of the Companies Act, 2013 read with Rules made there under is annexed to this Report as **Annexure VI** in the prescribed Form MGT-9. The same is available on Companies website at http://compucom.co.in/mdocs-posts/annual-report_2018-19/

INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (' the IEPF Rules'), all unpaid and unclaimed dividends are required to be transferred by the Company to IEPF, established by the Central Government under the provisions of Section 125 of the Companies Act, 2013, after completion of seven years. Further according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the year 2018-19, the Company has transferred the unclaimed and unpaid dividends of Rs. 1,70,249/-. Further, 16,572 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred as per the requirements of the IEPF Rules. No other amount is transferred to the IEPF Authority. The Details of Unpaid/ Unclaimed dividend lying in the unpaid account which are liable to transferred to the IEPF, and their due dates are provided in the **Annexure-VIII** as Corporate Governance Report of this Report.

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 ability 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. The focus of the Human Resources Management is to ensure that we enable each and every employee to navigate the next, not just for clients, but also for themselves. We have reimagined our employee value proposition, to make it more meaningful to our employees.

CREDIT RATING:

The Company has obtained rating from CARE Rating Limited on long term and short-term Bank facility. During the year there has been no change in the credit rating obtained by the Company. The details of the credit rating are provided in the Corporate Governance Report in **Annexure VIII** of this Report.

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 9001:2015 organization, certified by JAS-ANZ and ISO/IEC 27001:2013 certified by LMS Certification. 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 from Cunix and continues to implement the certification quality level in its operation.

RISK MANAGEMENT:

Pursuant to Section 134(3) (n) of the Companies Act, 2013 & under regulations 21 of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015, the Company had formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day to day operations of the Company. The Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures that are to be adopted by the Board. The company has adequate internal control systems and procedures to combat the risk. The Risk management procedure is reviewed by the Audit Committee and Board of Directors on a Yearly basis at the time of review of Yearly Financial Statement of the Company. This has also been covered in the Management Discussion and Analysis, forming part of this report. The Policy is available on the weblink http://compucom.co.in/mdocs-posts/risk-management/

MATERIAL CHANGES AFFECTING THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this Report. There has been no change in the nature of business of the Company.

CODE OF CONDUCT:

In compliance with Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a code of conduct and ethics for Board and Senior Management. This Code is applicable to the members of the Board, the executive officers and all employees of the Company and its Subsidiaries. The Code is available on the weblink http://compucom.co.in/mdocs-posts/code-of-conduct/ The certificate of CEO on the affirmation of such Code of Conduct is provided in the Corporate Governance Report attached with the Annual Report as **Annexure VIII**

PREVENTION OF INSIDER TRADING:

In compliance with the provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a code of conduct and code of practices and procedures for fair disclosure of unpublished price sensitive information to preserve the confidentiality of price sensitive information to prevent misuse thereof and regulate trading by insiders. The code of practices and procedures for fair disclosure of unpublished price sensitive information is also available on the weblink http://compucom.co.in/mdocs-posts/code-of-cunduct-for-insider-trading/ along with this Company has also 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. During the year Company has amended the Insider Trading Code in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The Company has automated the declarations and disclosures to identified designated persons, and the Board reviews the Code on a need basis. The amended policy is available on our website, at the following link http://compucom.co.in/mdocs-posts/code-for-fair-disclosure-of-unpublished-price-sensitive-information/

SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the statutory auditors nor the secretarial auditor in their Report respectively has reported to the audit committee, under section 143 (12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

SECRETARIAL STANDARDS:

The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with Section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and hereby confirm the following:

(a) In the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanations relating to material departures;

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
(c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
(d) The directors had prepared the annual accounts on a going concern basis; and
(e) The Directors had laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
(f) The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

OTHER DISCLOSURE:

other disclosures required as per Companies Act, 2013 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other laws and rules applicable are either NIL or NOT APPLICABLE to the company.

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. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of the Board of Directors
For Compucom Software Limited

sd/-	sd/-
(Surendra Kumar Surana)	**(Vaibhav Suranaa)**
Managing Director & CEO	Director
(DIN: -00340866)	(DIN:- 05244109)

Place: Jaipur,
Date: July 27, 2019

Annexure I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2018-19

Sr. No.	Particulars	Remarks
1.	A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and project or programs.	The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: http://compucom.co.in/mdocs-posts/csr-policy/ The main objective of the CSR Policy is to lay down guidelines for the Company to make CSR as one of the key focus areas to adhere to global interest in environment and society that focuses on making a positive contribution to society through effective impact and sustainable development programs. This Policy covers the proposed CSR activities to be undertaken by the Company and ensuring that they are in line with Schedule VII of the Companies Act, 2013 as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.
2.	The Composition of the CSR Committee.	The CSR Committee of the Board of Director consists of three Director out of which one is Independent Director. The Committee is headed by Mr. Surendra Kumar Surana, Managing Director. 1. Mr. Surendra Kumar Surana: Managing Director & CEO 2. Dr. Satish Kumar: Independent Director 3. Dr. Baldev Singh: Independent Director
3.	Average net profit of the Company for last three financial years.	Rs. 5,49,92,810/-
4.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	Rs. 10,99,856/-
5.	Details of CSR spent during the financial year: (a) Total amount to be spent for the financial year (b) Amount unspent, if any; (c) Manner in which the amount spent during the financial year is detailed below	 Rs. 10,99,856/- Nil Given Below

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

S. No.	CSR Project Or Activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount (In Rs.) outlay (budget) project or programs wise	Amount (In Rs.) spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure up to the reporting period (In Rs.)	Amount Spent: Direct or through implemen-ting agency
1.	**Promotion of Education (Expenses for Gyan Sankalp Portal)**	Promotion of Education	Jaipur District Area (Rajasthan)	2,41,050/-	(1) 2,36,000/- (2) Nil	11,32,100/-	Directly
2.	**Promotion of Higher Education (Lab Installation for Satellite Education)**	Promotion of Higher Education	Jaipur District Area (Rajasthan)	13,65,950/-	(1) 13,71,160/- (2) Nil	97,30,765/-	Directly
			Total	16,07,000/-	16,07,160/-	1,08,62,865/-	

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.: N.A.

7. The CSR Committee hereby confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and the CSR Policy of the Company.

For and On behalf of the Board of Directors
For Compucom Software Limited

sd/-
(Surendra Kumar Surana)
Chief Executive Officer and Managing Director
And Chairman of Corporate Social Responsibility Committee
(DIN:- 00340866)

sd/-
(Trishla Rampuria)
Non-Executive and Non-Independent Director
(DIN:- 07224903)

Place: Jaipur
Date: May 18, 2019

Annexure II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED March 31, 2019

[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 Limited
IT: 14-15, EPIP, Sitapura
Jaipur – 302022 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Compucom Software Limited** (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, 2019 ('Audit Period') 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, 2019 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 to the Company during the Audit Period)**

(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, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (repealed w.e.f. 9th December, 2018); **(Not applicable to the Company during the Audit Period)**

  (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 9th December, 2018; **(Not applicable to the Company during the Audit Period)**

  (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**

  (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**

  (g) 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;

  (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

  (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (repealed w.e.f. 11th September, 2018);**(Not applicable to the Company during the Audit Period)**

  (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018; **(Not applicable to the Company during the Audit Period)**

  (k) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) As confirmed, following other laws are specifically applicable to the Company for which the Management has confirmed that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively:

  (a) The information Technology Act, 2000

  (b) Policy relating to Software Technology Parks of India and its regulation

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India;

ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and Calcutta Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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 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:

(a) Altered the Object Clause of Memorandum of Association in terms of provisions of the Act;

(b) Approved the Disinvestment of its entire investment in equity shares of its wholly owned Subsidiary, ITneer Inc.

Place: Jaipur
Date: May 18, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

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

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members
Compucom Software Limited
IT: 14-15, EPIP, Sitapura
Jaipur –302022 (Rajasthan)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place: Jaipur
Date: May 18, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

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

Annexure III

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

[Pursuant 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.

I. Steps taken or impact on conservation of energy: -

Significant measures have been taken to reduce energy consumption by using energy-efficient equipments 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 120KWA Solar PV roof top plant for captive use.

II. The steps taken by the company for utilizing alternate sources of energy: - Nil

III. The Capital investment on energy conservation equipment's: - Nil

TECHNOLOGY ABSORPTION:

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.

i. 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.

ii. 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. Imported Technology:

The Company's operations do not require significant import of technology.

a) The Details of technology imported: Company did not import any technology since last three years.

b) The Year of Import: Not applicable

c) Whether the technology been fully absorbed: Not applicable

d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

iv. The expenditure incurred on Research and Development:

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.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

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 2018-19, the revenue derived from export activities was Rs. 148.25 Lakhs. 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.

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

Foreign Exchange earned in terms of actual Inflow (Export): Rs. 1,48,24,633/- (Previous year Rs. 2,75,79,538 /-)

Foreign Exchange outgo in terms of actual Outflow (Import): NIL (Previous year: NIL)

Other expenses incurred in foreign currency on manpower, administrative and marketing expenses: NIL (Previous year: NIL)

For and on behalf of the Board of Directors
For Compucom Software Limited

sd/-	**sd/-**
(Surendra Kumar Surana)	**(Vaibhav Suranaa)**
Managing Director& CEO	Director
(DIN: -00340866)	(DIN: - 05244109)

Place: Jaipur
Date: July 27, 2019

Annexure IV

Form No. AOC-2

[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]

Form for disclosure of particulars of contracts / 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 transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at an arm's length basis:

(a)	Name(s) of the related party and nature of relationship	NIL (All Contracts or arrangements or transactions with related parties are at arm's length basis)
(b)	Nature of Contracts/arrangements/transactions	
(c)	Duration of Contracts/ arrangements/ transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	CSL Infomedia Private Limited (Subsidiary)	Rishab Infotech Private Limited (Entity belonging to the Promoter or promoter group)	Sambhav Infotech Private Limited (Entity belonging to the Promoter or promoter group)	Compucom (India) Private Limited (Entity belonging to the Promoter or promoter group)	Compucom Technologies Pvt. Ltd. (Entity belonging to the Promoter or promoter group)	Compucom Technologies Pvt. Ltd. (Entity belonging to the Promoter or promoter group)	Surana Associates Inc. (Entity belonging to the Promoter or promoter group)	Trishla Rampuria (Director)
(b) Nature of contracts/ arrangements/transactions	Leasing/renting of property	Leasing/renting of property	Leasing/renting of property	Leasing/renting of property	Leasing/renting of property	Purchase of Property	Sale of Undertaking	Leasing/renting of property
(c) Duration of the Contracts/ arrangements/transactions	3 years (1st April, 2017 to31st March, 2020)	3 years (1st April, 2017 to 31st March, 2020)	3 years (1st April, 2017 to 31st March, 2020)	3 years (1st April, 2017 to 31st March, 2020)	3 years (1st April, 2017 to 31st March, 2020)	N/A	N/A	3 years (1st April, 2017 to 31stMarch,2020)
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Tenancy Agreement for receiving rent of Rs. 2,39,580/- per yearIncluding all the expenses, rent increased by 10% after 1 year	Tenancy Agreement for receiving rent of Rs. 47,916/- per year including all the expenses, rent increased by 10% after 1 year	Tenancy Agreement for receiving rent of Rs. 47,916/- per year including all the expenses, rent increased by 10% after 1 year	Tenancy Agreement for receiving Rent of Rs. 47,916/- per year including all the expenses, rent increased by 10% after 1 year	Tenancy Agreement for Payment of rent of Rs. 2,04,000/- per year including all the expenses, rent increased by Rs. 1000/- after 1 year	Agreement for Purchase an Agriculture Land situated at Fatehpuria Vatika, Chaksu of Compucom Technologies Private Limited for Rs. 25,90,000/-	$ 1,117,882 Sale of investment in ITneer Inc. Subsidiary of the Company	Tenancy Agreement for Payment of rent of Rs.4,87,800/- per year including all the expenses
(e) Date(s) of approval by the Board, if any	29th May, 2017	29th May, 2017	29th May, 2017	29th May, 2017	29th May, 2017	8th February, 2019	29th December, 2018 Shareholders' Approval - 12th March, 2019	29th May, 2017
(f) Amount paidas advances,if any	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

For and on Behalf of the Board of Directors
For Compucom Software Limited

Sd/-
(Surendra Kumar Surana)
Managing Director & CEO
(DIN:-00340866)
Place: Jaipur
Date: July 27, 2019

Sd/-
(Vaibhav Suranaa)
Director
(DIN:- 05244109)

Annexure V

Information as per Rule 5(1) of the Companies

[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 2018-19 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2018-19:

Name of Director's and KMP	Remuneration for the Financial Year 2018-19	Ratio of remuneration to median remuneration of employees	% increase in remuneration in the financial year
Mr. Surendra Kumar Surana, Managing Director & CEO	18,00,000	19.73	N.A.
Mr. Shubh Karan Surana*	18,000	0.20	(45.45) %
Mr. Ajay Kumar Surana	3,000	0.03	(66.67) %
Mrs. Trishla Rampuria	12,000	0.13	0
Dr. Satish Kumar**	15,000	0.16	(37.5) %
Mr. Rajendra Prasad Udawat	36,000	0.39	9.09%
Dr. Anjila Saxena***	3,000	0.03	(75) %
Mr. Ghisa Lal Chaudhary****	36,000	0.39	16.67%
Dr. Baldev Singh*****	0	N.A.	0
CS Swati Jain, Company Secretary	2,51,961	2.76	61.89%
CA Sanjeev Nigam, CFO	7,04,600	7.72	5.01%

*Retired from Director w.e.f. September 18, 2018.
**Regularized as Independent Director in the 24th Annual General Meeting.
***Retired from Director w.e.f. August 2, 2018.
****Appointed as an Additional Director w.e.f February 11, 2019 and regularized as Director in the ensuing Annual General Meeting.
*****Appointed as an Additional Director w.e.f February 08, 2019 and regularized as Director in the ensuing Annual General Meeting.

ii) The percentage Decrease in the median remuneration of employees in the financial year 2018-19:2.33% (The Decrease is due to higher number of low skilled employees employed on contractual basis for the short-term projects.)

iii) The number of permanent employees on the rolls of Company: 532 as on March 31, 2019.

iv) Average percentile increases 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 Decrease in remuneration of employees excluding KMPs: 25.02%
- KMP salary increases are decided based on the Company's performance, individual performance, Inflation, prevailing industry trends and benchmarks.

v) 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 of Directors
For Compucom Software Limited

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

sd/-
(Vaibhav Suranaa)
Director
(DIN: - 05244109)

Place: Jaipur
Date: July 27, 2019

Annexure VI

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I	REGISTRATION & OTHER DETAILS:	
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 Email ID: fin@compucom.co.in
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 Ph. : 91-11-41406149

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	99923301	93%

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 IT 14-15, EPIP, Sitapura, Jaipur 302022 Rajasthan	U72200RJ2007PTC024240	Subsidiary	65	2(87)(ii)
2	ITneer Inc.1880 South Lee Business Park Buford GA 30518 USA	Not Applicable	Subsidiary	100	2(87)(ii)

Note: ITneer Inc. USA, wholly owned Subsidiary of the Company sold during the year.

IV SHAREHLDING PATTERN (Equity Share Capital Break up as % to total Equity)

(i) Category wise Shareholding

(i) Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2018)				No. of Shares held at the end of the year (31-03-2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3057061	0	3057061	3.86	3027614	0	3027614	3.83	(0.03)
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporates	51535428	0	51535428	65.14	54106686	0	54106686	68.38	3.24
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL(A) (1):-	54592489	0	54592489	69.00	57134300	0	57134300	72.21	3.21
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0

(i) Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2018)				No. of Shares held at the end of the year (31-03-2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e) Any other…	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	54592489	0	54592489	69.00	57134300	0	57134300	72.21	3.21
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	3	10500	10503	0.01	3	10500	10503	0.01	0
C) Central govt	0	0	0	0	237563	0	237563	0.30	0.30
d) State Govt (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	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) other (Specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):-	3	10500	10503	0.01	237566	10500	248066	0.31	0.30
(2) Non Institutions									
a) Bodies corporate									
i. Indian	1924379	21515	1945894	2.46	1348254	3750	1352004	1.71	(0.75)
ii. Overseas	0	675000	675000	0.85	0	0	0	0	(0.85)
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	15074182	639490	15713672	19.86	13918774	404840	14323614	18.10	(1.76)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	2508419	0	2508419	3.17	2357842	0	2357842	2.98	(0.19)
d) Others (specify)	0	0	0	0	0	0	0	0	0
i)Trust & Foundations	2796429	0	2796429	3.53	2792979	0	2792979	3.53	0
ii)Non Resident Individual	510032	372750	882782	1.12	661383	255000	916383	1.16	0.04
SUB TOTAL (B)(2):	22813441	1708755	24522196	31	21079232	663590	21742822	27.48	(3.52)
Total Public Shareholding (B)= (B)(1)+(B)(2)	22813444	1719255	24532699	31	21316798	674090	21990888	27.79	(3.21)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	77405933	1719255	79125188	100	78451098	6,74,090	79125188	100	0

(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	17220294	21.76	0	16488118	20.84	0	(0.92)
3	Compucom Technologies Pvt limited	14417690	18.22	0	17721124	22.40	0	4.18
4	Surendra Kumar Surana	2034711	2.57	0	2043683	2.58	0	0.01
5	Ajay Kumar Surana	840000	1.06	0	801581	1.01	0	(0.05)
6	Shubh Karan Surana	182350	0.23	0	182350	0.23	0	0
	Total	54592489	69	0	57134300	72.21	0	3.21

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

Sl. No.		Shareholding at the beginning of the Year		Cumulative Shareholding 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	14417690	18.22		
	Purchase(s) during the year	3303434	4.18	17721124	22.40
	At the end of the Year			17721124	22.40
2	Rishab Infotech Private Limited				
	At the beginning of the year	17220294	21.76		
	Sale(s) during the year	732176	0.92	16488118	20.84
	At the end of the year			16488118	20.84
3	Sambhav Infotech Private Limited				
	At the beginning of the year	19897444	25.15		
	At the end of the year			19897444	25.15
4	Surendra Kumar Surana				
	At the beginning of the year	2034711	2.57		
	Purchase(s) during the year	113741	0.15	2148452	2.72
	Sale(s) during the year	104769	0.14	2043683	2.58
	At the end of the Year			2043683	2.58
5	Ajay Kumar Surana				
	At the beginning of the year	840000	1.06		
	Sale(s) during the year	38419	0.05	801581	1.01
	At the end of the Year			801581	1.01
6	Shubh Karan Surana				
	At the beginning of the year	182350	0.23		
	At the end of the Year			182350	0.23

Note: The date-wise increase / decrease in shareholding of the promoters are part of additional information, available on our website www.compucom.co.in.

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Share holding end of the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Jitendra Anil Pandit				
	At the beginning of the year	370000	0.47		
	At the end of the year			370000	0.47
2	Purushotttam Madanlal Bagaria				
	At the beginning of the year	350000	0.44		
	At the end of the year			350000	0.44
3	Nemi Chand				
	At the beginning of the year	183000	0.23		
	Purchase as on September 14, 2018	4000	0.01	187000	0.24
	At the end of the year			187000	0.24
4	Bhansali Fincom Pvt Ltd				
	At the beginning of the year	182300	0.23		
	At the end of the year			182300	0.23

SI. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Share holding end of the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
5	Piyush Kumar Bhimani				
	At the beginning of the year	0	0		
	Purchase as on May 11, 2018	31000	0.04	31000	0.04
	Sale as on May 18, 2018	25679	0.03	5321	0.01
	Purchase as on June 01, 2018	88600	0.11	93921	0.12
	Purchase as on June 15, 2018	210	0.0002	94131	0.12
	Purchase as on June 22, 2018	21901	0.03	116032	0.15
	Purchase as on June 29, 2018	8200	0.01	124232	0.16
	Sale as on July 20, 2018	12848	0.02	111384	0.14
	Purchase as on July 27, 2018	16900	0.02	128284	0.16
	Sale as on August 03, 2018	2630	0.003	125654	0.16
	Sale as on August 10, 2018	36069	0.05	89585	0.11
	Purchase as on August 17, 2018	33584	0.05	123169	0.16
	Purchase as on August 24, 2018	22457	0.02	145626	0.18
	Sale as on September 29, 2018	6517	0.008	139109	0.18
	Purchase as on October 05, 2018	11123	0.01	150232	0.19
	Sale as on October 12, 2018	17364	0.02	132868	0.17
	Purchase as on October 19, 2018	14242	0.02	147110	0.19
	Purchase as on October 26, 2018	6080	0.007	153190	0.19
	Sale as on November 09, 2018	20619	0.02	132571	0.17
	Purchase as on November 16, 2018	37748	0.05	170319	0.22
	Sale as on December 07, 2018	74927	0.09	95392	0.12
	Purchase as on December 14, 2018	58180	0.07	153572	0.19
	Purchase as on January 25, 2019	1500	0.01	155072	0.20
	Purchase as on February 01, 2019	4890	0.006	159962	0.20
	Sale as on February 08, 2019	710	0.0008	159252	0.20
	Purchase as on February 15, 2019	12297	0.02	171549	0.22
	At the end of the year			171549	0.22
6	Santosh Bagaria				
	At the beginning of the year	152195	0.19		
	At the end of the year			152195	0.19
7	Ajay Kumar Jain				
	At the beginning of the year	0	0		
	Purchase as on December 14, 2018	150000	0.19	150000	0.19
	Sale as on January 11, 2019	107	0.0001	149893	0.19
	At the end of the year			149893	0.19
8	Sharad Dal Patrai Trivedi				
	At the beginning of the year	148338	0.19		
	Sale as on October 26, 2019	400	0.0001	147938	0.19
	At the end of the year			147938	0.19
9	Usha Sunil Bagaria				
	At the beginning of the year	142500	0.18		
	At the end of the year			142500	0.18
10	Savitha S				
	At the beginning of the year	125000	0.16		
	At the end of the year			125000	0.16

(v) Shareholding of Directors & Key Managerial Personnel

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	Mr. Surendra Kumar Surana				
	At the beginning of the year	2034711	2.57		
	Purchase(s) during the year	113741	0.15	2148452	2.72
	Sale(s) during the year	104769	0.14	2043683	2.58
	At the end of the Year			2043683	2.58
2	Mr. Ajay Kumar Surana				
	At the beginning of the year	840000	1.06		
	Sale(s) during the year	38419	0.05	801581	1.01
	At the end of the Year			801581	1.01
3	Mrs. Trishla Rampuria				
	At the beginning of the year	56150	0.07		
	At the end of the Year			56150	0.07
4	CA Sanjeev Nigam (CFO)				
	At the beginning of the year	200	0.0003		
	Sale(s) during the year	200	0.0003	0	0
	At the end of the year			0	0
5	CS Swati Jain (CS)				
	At the beginning of the year	100	0.0001		
	At the end of the year			100	0.0001

Note: None of the other directors including Independent Directors hold shares in the Company.

The date-wise increase / decrease in shareholding of the Directors and KMP is part of additional information, available on our website, www.compucom.co.in.

V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	2195945	-	-	2195945
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	41150	-	-	41150
Total (i+ii+iii)	2237095	-	-	2237095
Change in Indebtedness during the financial year				
Additions	26540595	70852156	-	97392751
Reduction	2195945	-	-	2195945
Net Change	24344650	70852156	-	95196806
Indebtedness at the end of the financial year				
i) Principal Amount	26540595	70852156	-	97392751
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	520174	-	520174
Total (i+ii+iii)	26540595	71372330	-	97912925

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	**Gross salary**	**Surendra Kumar Surana**	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	18,00,000	18,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	as % of profit		
	others (specify)		
5	Others, please specify	NIL	NIL
	Total (A)	**18,00,000**	**18,00,000**
	Ceiling as per the Act		**21,00,000**

B. Remuneration to other Directors:

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors	Dr.Satish Kumar	Mr.Rajendra Prasad Udawat	Mr. Ghisa Lal Cahudhary	Dr. Anjila Saxena	
	(a) Fee for attending board and committee meetings	15,000	36,000	36,000	3,000	90,000
	(b) Commission	Nil	Nil	Nil	Nil	Nil
	(c) Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	15,000	36,000	36,000	3,000	90,000
2	Other Non Executive Directors	Mr. Shubh Karan Surana	Mr. Ajay Kumar Surana	Mrs. Trishla Rampuria		
	(a) Fee for attending Board & committee meetings	18,000	3,000	12,000		33,000
	(b) Commission	Nil	Nil	Nil		Nil
	(c) Others, please specify.	Nil	Nil	Nil		Nil
	Total (2)	18,000	3,000	12,000		33,000
	Total (B) = (1+2)					1,23,000
	Overall Ceiling as per the Act.					3000 per meeting

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel (Amount in Rs.)		Total
1	**Gross Salary**	**Company Secretary**	**CFO**	
		CS Swati Jain	**CA Sanjeev Nigam**	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	2,51,961	7,04,600	9,56,561
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil	Nil	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil	
2	Stock Option	Nil	Nil	
3	Sweat Equity	Nil	Nil	
4	Commission	Nil	Nil	
	as % of profit			
	others, specify			
5	Others, please specify	Nil	Nil	
	Total	**2,51,961**	**7,04,600**	**9,56,561**

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT /Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

For Compucom Software Limited

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

Sd/-
(Vaibhav Suranaa)
Director
(DIN: 05244109)

Place: Jaipur
Date: July 27, 2019

Annexure VII

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

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. Pipeline projects underway in hospitality, food processing, cold-chaining and commodity trading sectors.

Our Strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while creating growth opportunities for our employees and generating profitable growth for our investors.

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and relevant amendment rules issued thereafter.

I. INDUSTRY STRUCTURE AND DEVELOPMENTS:

In FY 2019, the global market for software and services is estimated to have grown to $1.4 trillion. IT Services is estimated to have grown by 3.2% YoY, driven by strong growth in digital engagements, particularly cloud adoption. Business Process Management grew by 4.5% over the prior year, on account of greater focus on automation.

India's it &ITeS industry grew to US $ 181 billion in 2018-19. Exports from the industry increased to US $ 137 billion in FY 19 while domestic revenues (including hardware advanced to US $ 44 billion.

Currently, India has over 2.4 lakhs secondary schools with more than 38 million enrolled students of which 17 million students are enrolled in near 1 lakh government schools. Further, 85,343 schools have been approved for ICT out of which 62,917 schools are under implementation for the ICT project and 22,426 schools are yet to be implemented indicating strong demand for ICT project in the schools. However, this outlook of the industry needs to be looked with caution, as the current trend seems challenging due to government policy reasons. Thus, the Company is targeting new customer segments and market verticalsin order to leverage existing land bank and the to continue the steady rate of diversification it has maintained over the years.

One such upcoming project is a 4 star hotel property in Jaipur which the Company wishes to build and operate with existing best practices and an integrated self sustaining supply chain, as far as possible, with backward integration from a cold chaining and food processing project being set up nearby. According to IBEF, during 2018, foreign tourist arrivals (FTAs) in India stood at 10.56 million, achieving a growth rate of 5.20 per cent year-on-year. FTAs in January 2019 stood at 1.10 million, up 5.30 per cent compared to 1.05 million year-on-year. International tourist arrivals are expected to reach 30.5 million by 2028. Jaipur is a major city in both international and domestic tourism circuits. As of FY 19, existing inventory of hotel rooms (branded, all categories) in Jaipur stood at 5,426, up from 5,058 and 4,129 respectively in immediately preceding years. The YoY growth for rooms inventory stood at 7.3% and CAGR at 5.6%, which were well above the average for top 11 tourism cities at 5.9% a piece for both figures. The proposed supply, as per CARE ratings will be around 1089 new rooms by end of FY 23 with upper-midmarket and midmarket segments grabbing the biggest chunks (38.6% and 30.5%) in this new inventory.

II. OPPORTUNITIES AND THREATS:

Opportunities:

a. **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 IT world and moreover Compucom is one of the prominent players for *ICT School*Projects, which are projects funded by Government of Indiaand State Governments in 60:40 ratio. 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 program 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 Programme 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. 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, in the next Financial Year execution of new orders will increase top line as well as improve bottom line.

The Government in order to streamline the school education projects has merged the Rashtriya Madhyamik Shiksha Abhiyan (RMSA) and SarvaShikshaAbhiyan(*SSA*) under the aegis of*Samagra Shiksha Abhiyan (SMSA)* as an effort to universalize Secondary and Elementary Education by community-ownership of the school system. It is a response to the demand for providing quality school education across the country. The *Samagra Shiksha Abhiyan (SMSA)* 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 Secondary and Elementary education for all children within the 6-18age 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 *Samagra Shiksha Abhiyan (SMSA)* 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 *Samagra Shiksha Abhiyan (SMSA)*. 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 under *Pradhan Mantri Kaushal Vikas Yojana (PMKVY)* is also going to prove beneficial to our company in the near future.

b. **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. Our company has put significant efforts in harnessing this E-Governance business.Our 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.

c. **Media Services:** Your company's subsidiary CSL Infomedia Pvt. Ltd. has successfully completed seventh 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 and News and Current Affairs based Programme. The Channel is available on all major Cable Networks in Rajasthan and across the globe through its portal www.jantv.in and on android, iPhone/ iPad mobiles through its mobile app available on Google Play store and Apple Store. Jan TV is also available on Reliance JIO TV which is already having 22 Crore subscribers. CSL Infomedia Pvt. Ltd. has also started another Satellite TV channel 'Jan TV Plus' which is an infotainment channel. Both Jan TV and Jan TV Plus channels have been empaneled with Department of Information and Public Relations (DIPR) Government of Rajasthan. Jan TV has subscribed to BARC (Broadcast Audience Research Council) for Television Audience Measurement services. JAN TV is recently empaneled with DAVP (**DIRECTORATE OF ADVERTISING AND VISUAL PUBLICITY**)

d. **Hospitality Sector:**Since the Indian tourism & hospitality industry has emerged as one of the key drivers of growth among the services sector in India, and being located at Jaipur, which is among the preferred destination of domestic as well as international tourists, Compucom has decided to venture into this sector. Therefore, we have been constructing a four starred Hotel on our existing piece of land at IT 12-13 Sitapura Industrial Area,requiring phased investment of total20 to 25 crore rupeesapprox. This project has been partly funded by the State Bank of India.

Threats:

a. **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.

b. **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.

c. **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.

d. **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.

e. **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.

f. **Downturn in industries being served:**Any downturn in the industry being served could have an impact on the Company's business.

III. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE: Detailed information about segment-wise performance of the company are as follows:

- **Information about reportable segments**

A. Information about primary segments **(in Lacs)**

Particulars	Year ended March 31, 2019			Year ended March 31, 2018		
Business Segment	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Revenue						
Software	282	-	282	401	-	401
Learning	5997	-	5997	4028	-	4028
Wind Power	180	-	180	141	-	141
Segment revenue	**6459**	**-**	**6459**	**4570**	**-**	**4570**
Expenses						
Software	234	-	234	302	**-**	302
Learning	5975	-	5975	4074	**-**	4074
Wind Power	135	-	135	115	-	**115**
Segment Expense	**6344**	**-**	**6344**	**4491**	**-**	**4491**
Segment Results						
Software	48	-	48	99	-	99
Learning	22	-	22	(46)	-	(46)
Wind Power	45	-	45	26	-	26
Segment Results	**115**	**-**	**115**	**79**	**-**	**79**
Less: expenses	**-**	30	30	-	30	30
Add: Interest income	**-**	**-**	**-**	**-**	**-**	**-**
Add: Other unallocable income	**-**	548	548		378	378
Profit before tax and exceptional items	**-**	**-**	633			427
Less: Exceptional item	**-**	**-**	**-**	**-**	**-**	**-**
Profit before tax	**-**	**-**	633	-	-	427
Tax expenses	**-**	-	91	-	-	131
Other Comprehensive income	**-**	**-**	13	-	-	13
Profit for the year			**555**			**309**

B. Information Based on Geography

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue by geographical segment		
India	6859	4672
USA	148	276
Total	**7007**	**4948**

- **Reconciliation between segment revenue and enterprise revenue** **(In Lacs)**

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Segment Revenue		
Software	282	401
Learning	5997	4028
Wind Power	180	141
Total Segment Revenue	**6459**	**4570**
Enterprise Revenue		
Revenue from operations	7007	4948
Less: Other operating revenues	(548)	(378)
Add: Export Incentives	**-**	-
Total Segment Revenue	**6459**	**4570**

IV. 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.

V. RISKS AND CONCERNS:

They are, but 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.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company has a robust internal audit program, where the internal auditor, conduct a risk-based audit with a view to not only test adherence to policies and procedures but also to suggest improvements in processes and systems. Their audit program is agreed upon by the Audit Committee. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations.

VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

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

(Rs. in lakhs)

Particulars	31.03.2019	31.03.2018
Software & E-Governance Services - Overseas	148.25	275.80
Domestic	133.41	125.22
Learning Solution	5997.26	4028.32
Wind Power Generation	179.96	140.70
Other Income	547.93	377.83
Total	**7006.81**	**4947.87**

a. **Software Services:**Software development at overseas level has shown degrowth due to lower orders.E-Governance projects at domestic level has shown slight improvement. However, the Company is bidding for new project aggressively in the current Financial Year.

b. **Learning Solution:**Learning Solution comprises imparting computer education in Govt. Schools, skilling and placement activities, providing computer educationto general public through Franchisees and Authorized Business Associates (ABA's) and IT finishing school. During the financial year this segment showed increase due to revenue from two new projects namely 1172 school project and 303 school project of ICT-V, of Rajasthan Government Project.

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.

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. This segment has shown an increase of Rs. 39.28 lakhs compared to previous year, mainly due to favorable flow of wind and higher maintenance cost.

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 foreign exchange exposure for the last two years is mentioned below:

(Rs. in Lakhs)

Particulars	31.03.2019	31.03.2018
Revenue in Foreign Currency	148.25	275.80
Revenue Expenses in Foreign Currency	0	0
Capital Expenses in Foreign Currency	-	-
Net Exchange Earning	**148.25**	**275.80**

The reason of fall in revenue in foreign currency is due to lower overseas workorders.

Expenditure: **(Rs. in Lakhs)**

Particulars	31.03.2019	% of Total Revenue	31.03.2018	% of Total Revenue
Total Revenue	7006.81	100.00	4947.87	**100.00**
Expenses				
Purchase of stock in trade	3128.32	44.65	189.96	3.83
Changes in inventories	189.96	2.71	(189.96)	(3.83)
Manpower Expenses	453.96	6.48	506.53	10.24
Learning Solution Execution Charges	1155.88	16.50	1097.68	22.18
Administrative & Other Expenses	340.83	4.86	1614.37	32.63
Finance Cost	199.08	2.84	100.20	2.03
Depreciation	905.38	12.92	1202.28	24.30
Profit Before Tax	633.40	9.04	426.81	8.63
Exceptional Items	0.00	0.00	0.00	0.00
Provisions For Income Tax	90.61	1.29	130.87	2.64
Other comprehensive income	13.03	0.19	11.93	0.24
Profit After Tax	555.82	7.93	307.87	6.22

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. 134.18 Lacs and Company has not defaulted in the payment of principal and interest during the year.

Significant increase in total revenue is due to revenue from two new projects namely 1172 school project and 303 school project of ICT-V, of Rajasthan Government project.

Purchase of Rs. 3128.32 lakhs and inventory of Rs. 189.96 lakhs includes those for these two new projects. Finance cost during the current year is higher due to financing for these new projects. During the previous year Bad debts and SLA deductions were to the extent of Rs. 1346.42 lakhs which were not required during the current year.

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

Reserves & Surplus | **Fixed Assets :** | **(Rs. in Lakhs)**

Particulars	31.03.2019	31.03.2018	Particulars	31.03.2019	31.03.2018
Profit & Loss Account	7902.35	7454.78	Gross Block	9243.44	19108.42
General Reserves	1484.79	1484.79	Accumulated depreciation	7468.58	16942.32
Securities Premium	1352.96	1352.96	**Net Fixed Assets**	1774.86	2166.10
Capital Reserve	209.22	209.22	Total Revenue/Net Block	3.95	2.28
Other Comprehensive Income	36.79	23.76			
Total	10986.11	10525.51	**Acc.Dep. as % of Gross Block**	80.80	88.66

Investments: The details of investment made by the company are as under:

(Rs. in Lakhs)

Particulars	31.03.2019	31.03.2018
Equity Investments in ITneer Inc.(100% subsidiary)	-	439.24
Equity Investments in CSL Infomedia Pvt Ltd.	455.00	455.00
Equity Shares	2.37	2.84
Investments in Mutual Funds	87.88	57.88
Other Investments	16.62	15.94
Total	**561.87**	**970.90**

Non-Current &Current Liabilities: (Rs. in Lakhs)

Long-Term Borrowings	**265.41**	**0.00**
Deferred Tax Liabilities (Net)	0.00	0.00
Other Long Term Liabilities	641.88	630.15
Long-Term Provisions	57.32	67.32
Short-Term Borrowings	238.18	280.90
Trade Payables	66.33	95.76
Other Current Liabilities	856.67	344.21
Short-Term Provisions	1017.16	1129.85
Total	**2415.12**	**2511.25**

Long Term Loans and Advances & Other Non-Current Assets: (Rs. in Lakhs)

Long Term Loans and Advances	**1271.43**	**1399.81**
Other Non-Current Assets	101.80	136.92
Deferred Tax Assets (Net)	226.88	89.45
Other Financial Assets	860.61	0.00
Total	**2460.72**	**1626.18**

Current Assets: (Rs. in Lakhs)

Trade Receivable	**5685.25**	**4639.19**
Cash and Bank Balances	3880.53	3306.07
Short Term Loans and Advances	1348.33	1757.81
Stock in trade	0.00	189.96
Total	**10914.11**	**9893.03**

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

VIII. MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS, INCLUDING NUMBER OF PEOPLE EMPLOYED:

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.

The Company's employee count stood at 532 as of March 31, 2019.

IX. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

In accordance with the SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to immediately previous financial year) in key sector-specific financial ratios. In the Financial Year 2018-19 the changes in the key sector-specific ratios is not more than 25% as compared to immediately previous financial year.

During the year the Company maintain the specific ratios as follows:

Debtors Turnover Ratio	**1.25**
Inventory Turnover	34.94
Interest Coverage Ratio	5.72
Current Ratio	5.01
Debt Equity Ratio	0.25
Operating Profit Margin (%)	3.40
Net Profit Margin (%)	7.75
Basic EPS (Rs.)	0.70

X. CHANGES IN RETURN ON NET WORTH:

Return on Net Worth is computed as net profit by average Net Worth. Net Profit was increased from Rs. 308 Lakh in the previous financial year to Rs. 556 Lakh in the current financial year due to this return on net worth is higher at 4.32% as compared to the previous financial year by 1.88%. The Profit is increased due to new project opted by the Company.

XI. CAUTIONARY STATEMENT:

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Forward–looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual result could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments.

For and on Behalf of the Board of Directors
Compucom Software Limited

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

sd/-
Vaibhav Suranaa
Director
(DIN: 05244109)

Jaipur
July 27, 2019

Annexure VIII

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2018-19

Pursuant to Regulation 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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. Our Company's philosophy on corporate governance is a reflection of our value system encompassing our culture, policies, and relationship with our stakeholders. Integrity and transparency are key to Company's Corporate Governance practice to ensure that we gain and retain the trust of our stakeholders at all times.

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 Executive and Non-Executive Directors as well as the senior Management of the company. This code is available on the Company's website. The Company has adopted the requirements of Corporate Governance stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's Corporate Governance framework ensures that we timely disclose and share accurate information regarding our financials and performance.

2. BOARD OF DIRECTORS:

(i) Composition of the Board:The Board of the Company has an optimum combination of Executive, Non-Executive and Independent Directors to maintain its independence as per the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013.There are Seven Directors on the Board of the Company, consisting of One Executive Director, Two Non-Executive Directors and Four Independent Directors. Independent Directors are professional with high credentials who actively contribute in the deliberation of Board covering strategic matters and decision making.

(ii) Number of Board or Board Committees of which a Director is a member or Chairperson (Only the membership(s) of Audit Committee and Stakeholders Relationship Committee other than Compucom Software Limited considered as per Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)and the name of the listed Company in which Director is a Director and category of the Directorship.

The Board of Directors of the Company does not hold any membership in Other Listed Company and also not hold the membership and chairmanship in the Committee of other listed Company

Details of Composition of the Board of Directors and their directorship in other Company are as follows:

Name of the Director	Designation	Category	DIN	Number of other Company's Directorships
Mr. Surendra Kumar Surana	Managing Director	Executive Promoter Director	00340866	6
Mr. Ajay Kumar Surana	Director	Non-Executive Promoter Director	01365819	8
Mrs. Trishla Rampuria	Director	Non-Executive Director	07224903	Nil
Dr. Satish Kumar	Director	Independent Director	07517644	Nil
Dr. Baldev Singh*	Additional Director	Independent Director	08333652	Nil
Mr. Ghisa Lal Chaudhary**	Additional Director	Independent Director	03602194	Nil
Mr. Rajendra Prasad Udawat***	Director	Independent Director	00341110	1

*Dr. Baldev Singh has been appointed from 8th February, 2019 as an additional director and to be regularized as director in the ensuing Annual General Meeting.

**Mr. Ghisa Lal Chaudhary has retired as on 10th February, 2019 and re-appointed from 11th February, 2019 as an additional director and to be regularized as director in the ensuing Annual General Meeting.

***Mr. Rajendra Prasad Udawat has retired from 1st April, 2019 from the Board as his tenure was completed.

Note: The limit of committees on which a director may serve Excludes the membership in committees of Private Limited Companies and Foreign Companies and Company registered under section 8 of the Companies Act, 2013 as per Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(iii) Attendance of each of the Directors at the Board Meetings/Annual General Meeting/ is given below:

5 (Five) Board Meetings were held during the Financial Year from April 1, 2018 to March 31, 2019 and the gap between two Meetings did not exceed 120 days and at least one meeting was held in each calendar quarter. The dates on which the Board Meetings were held are as follows:

May 29, 2018; August 13, 2018; November 13, 2018; December 29, 2018; February 08, 2019.

The Annual General Meeting for the financial year 2017-18 was held on 18th September, 2018.

The necessary quorum was present for all the meetings.

Name of the Director	Board Meeting Dates					Held during Tenure	Attended	Whether 24th AGM (18th September, 2018) attended
	May 29, 2018	August 13, 2018	November 13, 2018	December 29, 2018	February 08, 2019			
Mr. Shubh Karan Surana*	Yes	Yes	-	-	-	2	2	Yes
Mr. Ajay Kumar Surana	No	No	Yes	No	No	5	1	No
Mr. Surendra Kumar Surana	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mrs. Trishla Rampuria	Yes	No	Yes	No	No	5	2	No
Dr. Anjila Saxena**	Yes	-	-	-	-	1	1	No
Mr. Rajendra Prasad Udawat	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Ghisa Lal Chaudhary***	Yes	No	Yes	Yes	Yes	5	4	Yes
Dr. Satish Kumar	No	Yes	Yes	Yes	Yes	5	4	Yes
Dr. Baldev Singh****	-	-	-	-	-	0	0	NA

*Retired from Directorship w.e.f. September 18, 2018.
**Retired from Directorship w.e.f. August 2, 2018.
***Mr. Ghisa Lal Chaudhary has retired as on 10th February, 2019 and re-appointed from 11th February, 2019 as an additional director and to be regularized as director in the ensuing Annual General Meeting.
****Appointed as an Additional Director w.e.f February 08, 2019

(iii) Disclosure of relationship between directors inter-se;

Mr. Shubh Karan Surana is father of Mr. Surendra Kumar Surana, Mr. Ajay Kumar Surana, Mrs. Trishla Rampuria and grand father of Mr. Vaibhav Suranaa Except this there are no inter-se relationships among other directors.

(iv) None of the Directors on the Board is a Director in more than 20 companies and no independent director hold Directorship in more than 7 listed companies, also none of director 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 as on March 31, 2019.

(v) Non-Executive Directors' Shareholding: (As on March 31, 2019)

Name of the Director	No. of Shares held	% of Paid up capital
Mr. Ajay Kumar Surana	8,01,581	1.01
Mrs. Trishla Rampuria	56150	0.07

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

(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 and review the performance of Chairman of company taking into Accountof views of Executive and Non-Executive Directors.

(x) The details of familiarization programs imparted to Independent Directors are disclosed on the Company's website at the following link http://compucom.co.in/mdocs-posts/familiarisation-programme-for-independent-directors_2019/

(xi) 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 and notes to agenda are circulated well in advance before the meeting of the Board.

All statutory, significant and other material information as specified in Schedule II to the Regulation 17(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

(xii) Key Board qualifications, expertise and attributes:

The Board of Company comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board.

List of core skills/ expertise/ competence

Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.
Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, process, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.
Technology	A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models
Board service and governance	Service on a public company board to develop insight about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation

3. COMMITTEES OF THE BOARD: Currently, the Board of the Company has four committees namely Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. The Board of Directors of the Company takes note of the minutes of the Committee Meetings at its Meetings.

i). Audit Committee:

The constitution of Committee is in compliance with the provisions of Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013

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.
- Modified Opinion(s) in the draft audit report.
- Reviewing with the Management, quarterly/half yearly/yearly 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 Chief Financial Officer 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.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

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;
- Statement of deviations:
  a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  b) Annual statement of funds utilized for purpose other than those stated in the offer document/prospectus/ notices in terms of Regulation 32(7).

Composition of the Audit Committee as on March 31, 2019:

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. Ghisa Lal Chaudhary, Independent Director of the Company. The Company Secretary acts as the secretary to the audit committee.

The table below sets out the composition of the Audit Committee as on 31st March, 2019:

Name of the Director	Category
Mr. Ghisa Lal Chaudhary	Chairman (Independent and Non-Executive)
Dr. Satish Kumar	Member (Independent and Non-Executive)
Mrs. Trishla Rampuria	Member (Non-Independent and Non-Executive)

Number of Meetings Held:

During the year, 5 **(Five)** meetings of Audit Committee were held on the following dates:
May 29, 2018; August 13, 2018; November 13, 2018; December 29, 2018 and February 08, 2019.
The table below sets out the attendance of the Audit Committee Meetings for the year 2018-19:

Name of the Director	Category	Audit Committee Meetings					Held during Tenure	Attended
		May 29, 2018	August 13, 2018	November 13, 2018	December 29, 2018	February 08, 2019		
Mr. Ghisa Lal Chaudhary*	Non-Executive & Independent Director	Yes	Yes	Yes	Yes	Yes	5	5
Dr. Satish Kumar**	Non-Executive & Independent Director	-	-	-	-	-	0	0
Mrs. Trishla Rampuria***	Non-Executive & Non-Independent Director	-	-	Yes	No	No	3	1
Mr. Rajendra Prasad Udawat****	Non-Executive & Independent Director	Yes	Yes	Yes	Yes	Yes	5	5
Mr. Shubh Karan Surana*****	Non-Executive & Non-Independent Director	Yes	Yes	-	-	-	2	2

*Mr. Ghisa Lal Chaudhary appointed as a Chairman of the Committee w.e.f. February 9, 2019, before this date he is member of the Committee.
**Dr. Satish Kumar appointed as a member of the Committee w.e.f. February 9, 2019
***Mrs. Trishla Rampuria appointed as a member of the Committee w.e.f. September 19, 2018.
**** Mr. Rajendra Prasad Udawat retired as a Chairman and member of the Committee w.e.f. February 08, 2019.
*****Mr. Shubh Karan Surana retired as a member of the Committee w.e.f September 18, 2019.

The necessary quorum was present in all the Meetings.

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

ii). Nomination and Remuneration Committee: -

The Company has constituted Nomination and Remuneration Committee pursuant to the provision of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Composition of the Nomination and Remuneration Committee as on March 31, 2019:

The Nomination and Remuneration Committee of the company consists of three Non-Executive Directors out of which two are Independent Directors. The Committee is headed by Mr. Ghisa Lal Chaudhary, Independent Director.

The Company Secretary acts as the secretary to the Nomination and Remuneration Committee.

The table below sets out the Composition of the Nomination and Remuneration Committee as on 31stMarch, 2019:

Name of the Director	Category
Mr. Ghisa Lal Chaudhary	Chairman (Independent and Non-Executive)
Dr. Baldev Singh	Member (Independent and Non-Executive)
Mrs. Trishla Rampuria	Member (Non-Independent and Non-Executive)

Number of Meetings Held:

During the year, 2 **(Two)** meetings of Nomination and Remuneration Committee wereheld on the following dates: May 29, 2018, February 08, 2019.

The table below sets out the attendance at the Nomination and Remuneration Committee meeting during the year 2018-19:

Name of the Director	Category	Nomination and Remuneration Committee Meetings		Held during Tenure	Attended
		May 29, 2018	February 8, 2019		
Mr. Ghisa Lal Chaudhary	Non-Executive & Independent Director	Yes	Yes	2	2
Dr. Satish Kumar*	Non-Executive & Independent Director	No	Yes	2	1
Mrs. Trishla Rampuria**	Non-Executive & Non-Independent Director	-	No	1	0
Dr. Baldev Singh***	Non-Executive & Independent Director	-	-	0	0
Mr. Shubh Karan Surana****	Non-Executive & Non-Independent Director	Yes	-	1	1

*Dr. Satish Kumar retired as a member of the Committee w.e.f. February 8, 2019
**Mrs. Trishla Rampuria appointed as a member of the Committee w.e.f. September 19, 2018.
*** Dr. Baldev Singh appointed as a member of the Committee w.e.f. February 09, 2018.
****Mr. Shubh Karan Surana retired as a member of the Committee w.e.f September 18, 2018.

Performance evaluation criteria for independent directors: -

The performance evaluation criteria laid down for Independent Directors covers attendance and contribution of Director at Board/Committee meetings, adherence to ethical standards and code of conduct of the Company, interpersonal relations with other Directors, meaningful and constructive contribution and inputs in the Board/Committee. The Performance evaluation are done through the questionnaire made by the Company and filled by every director. The Nomination and Remuneration Committee, while formulating the above policy, also ensure that –

i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
iii. remuneration to Directors, key management personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals

iii). Stakeholders' Relationship Committee: -

The Constitution of the Stakeholder's Relationship Committee is in terms of section 178(5) of the Companies Act, 2013 and as per Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The main role of the committee is to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notice / annual reports, revalidation of dividend DD etc.

The Committee deals with the following matters: -

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

Name and Designation of Compliance Officer: CS Swati Jain, Company secretary of the Company act as a Compliance Officer of the Company.

Composition of the Stakeholders Relationship Committee as on March 31, 2019:

The Stakeholders' Relationship Committee of the company consists of three Non-Executive Directors out of which two are Independent Directors. The Committee is headed by Dr. Baldev Singh, Independent Director.

The table below sets out the Composition of the Stakeholders Relationship Committee as on 31stMarch, 2019:

Name of the Director	Category
Dr. Baldev Singh	Chairman (Independent and Non-Executive)
Mr. Ghisa Lal Chaudhary	Member (Independent and Non-Executive)
Mrs. Trishla Rampuria	Member (Non-Independent and Non-Executive)

Details of Complaints received and resolved:

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

Meetings and attendance during the year:

During the year, 2 (Two) meetings of Stakeholders' Relationship Committee were held on the following dates:

August 13, 2018 and February 08, 2019

The table below sets out the attendance of the Stakeholders Relationship Committee meeting during the year 2018-19

Name of the Director	Category	Stakeholder's Relationship Committee		Held during Tenure	Attended
		August 13, 2018	February 8, 2019		
Mr. Rajendra Prasad Udawat*	Non-Executive & Independent Director	Yes	Yes	2	2
Mr. Ghisa Lal Chaudhary**	Non-Executive & Independent Director	-	Yes	1	1
Mrs. Trishla Rampuria	Non-Executive & Non-Independent Director	No	No	2	0
Dr. Baldev Singh***	Non-Executive & Independent Director	-	-	0	0
Mr. Shubh Karan Surana****	Non-Executive & Non-Independent Director	Yes	-	1	1

*Mr. Rajendra Prasad Udawat retired as a Chairman of the Committee w.e.f. February 8, 2019
**Mr. Ghisa Lal Chaudhary appointed as a member of the Committee w.e.f. September 19, 2018.
*** Dr. Baldev Singh appointed as a Chairman of the Committee w.e.f. February 09, 2019.
****Mr. Shubh Karan Surana retired as a member of the Committee w.e.f September 18, 2018.

The Committee expresses satisfaction with the Company's performance in dealing with investor grievances. The investor grievances can also be placed on the e-mail:investor@compucom.co.in

iv). Corporate Social Responsibility (CSR) Committee:

The Company had constituted a CSR Committee as per the Section 135 of the Companies Act, 2013. The role of the Committee 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 expenses actually incurred on activity referred in the CSR policy.
- Monitor the CSR policy of the company and its implantation from time to time.

Composition of CSR Committee as on March 31, 2019:

The CSR Committee of the Board of Directors consists of three Directors out of which twoareIndependent Directors. The Committee is headed by Mr. Surendra Kumar Surana, Managing Director of the Company.

The table below sets out the Composition of the Corporate Social Responsibility Committee as on 31stMarch, 2019:

Name of the Director	Category
Mr. Surendra Kumar Surana	Chairman (Managing Director and CEO)
Dr. Baldev Singh	Member (Independent and Non-Executive)
Dr. Satish Kumar	Member (Independent and Non-Executive)

Meetings and attendance during the year:

During the year, 1 (One) meeting of Corporate Social Responsibility Committee was held on following dates: May 29, 2018.

The table below sets out the attendance at the Corporate Social Responsibility Committee meeting during the year 2018-19

Name of the Director	Category	CSR Committee May 29, 2018	Held during Tenure	Attended
Mrs. Trishla Rampuria*	Non-Executive & Non-Independent Director	Yes	1	1
Mr. Surendra Kumar Surana**	Managing Director	Yes	1	1
Dr. Satish Kumar	Non-Executive & Independent Director	No	1	0
Dr. Baldev Singh***	Non-Executive & Independent Director	-	0	0

*Mrs. Trishla Rampuria retired as a Chairperson of the Committee w.e.f. February 08, 2019.

**Mr. Surendra Kumar Surana appointed as a Chairman of the Committee w.e.f. February 09, 2019, before this date he is member of the Committee.

***Dr. Baldev Singh appointed as a Member of the Committee in place of Mrs. Trishla Rampuria w.e.f. February 09, 2019

v) Independent Directors Meeting:

Schedule IV of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 mandate that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non- Independent Directors and Members of Management for review the performance of non-independent directors, Chairman and the Board as a whole.

During the year, 1 (One) meeting of Independent Directors was held on May 29, 2018.

Name	Category	No. of Meetings held during the year 2018-19	No. of Meetings attended during the year 2018-19
Mr. Rajendra Prasad Udawat	Non-Executive & Independent Director	**1**	**1**
Mr. Ghisa Lal Chaudhary	Non-Executive & Independent Director	**1**	**1**
Dr. Anjila Saxena	Non-Executive & Independent Director	**1**	**1**
Dr. Satish Kumar	Non-Executive & Independent Director	**1**	**1**
Dr. Baldev Singh*	Non-Executive & Independent Director	**0**	**0**

* Appointed as an Additional Director w.e.f. February 08, 2019

4. REMUNERATION OF DIRECTORS: -

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 Companies Act, 2013 and as per the terms and conditions of the appointment. None of the Non- Executive Directors have any pecuniary relationship or transaction with the Company apart from receiving sitting fees.

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.

(i) The details of remuneration & sitting fees paid to the Directors during the year 2018-19 are as follows:

S. No.	Name of the Director	Salary	Sitting Fee	Commission	Stock Option	Service Contract	Notice Period	No of shares held
1	Mr. Shubh Karan Surana*	N.A.	18,000	NIL	NIL	NIL	NIL	182350
2	Mr. Ajay Kumar Surana	N.A.	3,000	NIL	NIL	NIL	NIL	801581
3	Mr. Surendra Kumar Surana	18,00,000	NIL	NIL	NIL	NIL	90 days' Notice Required	2043683
4	Mrs. Trishla Rampuria	N.A.	12,000	NIL	NIL	NIL	NIL	56150
5	Dr. Satish Kumar	N.A.	15,000	NIL	NIL	NIL	NIL	NIL
6	Mr. Rajendra Prasad Udawat	N.A.	36,000	NIL	NIL	NIL	NIL	NIL
7	Mr. Ghisa Lal Chaudhary	N.A.	36,000	NIL	NIL	NIL	NIL	NIL
8	Dr. Anjila Saxena**	N.A.	3,000	NIL	NIL	NIL	NIL	NIL
9	Dr. Baldev Singh***	N.A.	0	NIL	NIL	NIL	NIL	NIL

*Retired from Directorship w.e.f. September 18, 2018.
**Retired from Directorship w.e.f. August 2, 2018.
***Appointed as an Additional Director w.e.f February 08, 2019

Total remuneration paid to the Managing Director for the Financial Year 2018-19 is Rs. 18,00,000/- (Rupees Eighteen Lakhs only) as determined and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors within the limits approved by the shareholders of company. No other perquisites were provided to the Managing Director.

(ii) The contract for service, notice period, etc. are applied as per the rules of Company framed by the Board of Directors from time to time.

(iii) The Company paid no other remuneration to Non-Executive Directors except sitting fees during the Financial Year 2018-19. The sitting fees paid to the Non-Executive Directors was Rs. 3,000/- (Rupees Three Thousand only) for their attendance at every Meeting of the Board or Committee.

5. SUBSIDIARY COMPANIES:

In accordance with Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company does not have any material non-listed Indian Subsidiary, whose turnover or net worth exceeds 20% of the consolidated income or net worth respectively of the Company.

The Company had two subsidiary Companies, which are CSL Infomedia Private Limited, Jaipur and ITneer Inc. USA. During the year 2018-19 company sold its Wholly owned subsidiary ITneer Inc., USA to Surana Associates Inc., USA.

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 Indian 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 the weblink http://compucom.co.in/mdocs-posts/determining-material-subsidiary/

GENERAL BODY MEETINGS:

Details of the previous three Annual General Meetings:

Year	Location	Date	Time	No. of Special Resolution(s) Passed
2017-18	"Krishna Auditorium", Compucom Institute of Technology & Management College Compound, SP-5, EPIP, Sitapura, Jaipur-302022 (Rajasthan).	September 18, 2018	11:30 A.M.	1. Re-Appointment of Dr. Satish Kumar.
2016-17	"Krishna Auditorium", Compucom Institute of Technology & Management College Compound, SP-5, EPIP, Sitapura, Jaipur-302022 (Rajasthan).	September 27, 2017	11:30 A.M.	None
2015-16	"Krishna Auditorium", Compucom Institute of Technology & Management College Compound, SP-5, EPIP, Sitapura, Jaipur-302022 (Rajasthan).	September 09, 2016	12:15 P.M.	3 (Three) 1. Re-Appointment of Mr. Rajendra Prasad Udawat. 2. Re-Appointment of Dr. Anjila Saxena 3. Adoption of amended AOA

(i) Postal Ballot:

During the year 2016-17 and 2017-18 no resolution was passed through postal ballot. During the year 2018-19, two resolutions were passed through postal ballot.

Date of Postal Ballot Notice: December 29, 2018
Voting Period: February 11, 2019 to March 12, 2019
Date of Declaration of result: March 14, 2019
Date of approval: March 12, 2019

Name of the Resolution	Type of Resolution	No. of Votes polled	Votes cast in favor (No. of Votes)	Votes cast in favor (% of Votes)	Votes Cast against (No. of Votes)	Votes Cast against (% of Votes)
Alteration of Objects Clause of the Memorandum of Association of the Company.	Special	59431136	59386408	99.92	44728	0.08
To Approve the Disinvestment of its entire investment in equity shares of its wholly owned Subsidiary, ITneer INC.	Special	2965038	2915710	98.34	49328	1.66

Scrutinizer

Mr. Manoj Maheshwari, Practicing Company Secretary was appointed as the scrutinizer for carrying out the above postal ballots in a fair and transparent manner.

Procedure for Postal Ballot

In compliance with section 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility, in addition to physical ballot to all its members. For this purpose, the Company has engaged the service of CDSL.

Postal Ballot notices and forms are dispatched, along with postage-prepaid business reply envelops to registered members/beneficiaries. The same notice is sent by email to members who have opted to receive communication through the electronic mode. The Company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members who want to exercise their votes by physical postal ballot are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Those using the e-voting option are requested to vote before the close of business hours on the last date of e-voting.

The scrutinizer completes his scrutiny and submits his report to the Managing Director, and the consolidated results of the voting are announced by the MD/authorized officer. The results are also displayed on the Company website, http://compucom.co.in/mdocs-posts/voting-results-alongwith-scruitnizers-report_postal-ballot/, besides being communicated to the stock exchanges, depository and registrar and share transfer agent. The last date for the receipt of postal ballot forms or e-voting is the date on which the resolution be deemed to have been passed, if approved by the requisite majority.

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

(iii) Remote e-voting and ballot voting at the AGM

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged for a remote e-voting facility. The Company has engaged CDSL to provide e-voting facility to all the members. Members whose names appear on the register of members as on August 29, 2019 i.e. cut off date shall be eligible to participate in the e-voting.

The facility for voting through ballot will also be made available at the AGM, and the members who have not already cast their vote by remote e-voting can exercise their vote at the AGM.

None of the resolution proposed to be passed in the AGM Notice requires to be conducted through postal ballot.

6. MEANS OF COMMUNICATION:

(i) Quarterly Result: The quarterly results of the Company are regularly submitted on Stock Exchanges as per Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Newspaper: Newspapers in which results of the Company are normally published:

(a) Mint and Financial Express, in English (National)

(b) Samachar Jagat and Nafa Nuksan, in Hindi (Vernacular).

(iii) Website: The Company's website contains a separate dedicated section 'Investor'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, information on dividend declared by the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered / facilities extended by the Company to our investors, in a user friendly manner. The basic information about the Company as required in terms of Listing Regulations is provided on Company's website and the same is updated regularly. The Company's Website is www.compucom.co.in.

(iv) Media Releases and Presentations: Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on Company's website.

(v) Stock Exchanges: The Company's results and other Corporate Announcements are regularly sent to the BSE Limited through BSE Corporate Compliance & Listing Centre (the "Listing Centre"), National Stock Exchange of India Limited through NSE Electronic Application Processing System (NEAPS) Portal and Calcutta Stock Exchange Limited through Mail,

(vi) Securities and Exchange Board of India 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.

7. GENERAL SHAREHOLDERS INFORMATION:

(i) Corporate Identification Number	Corporate Identification Number (CIN) of the Company allotted by the Ministry of Corporate Affairs, Government of India is **L72200RJ1995PLC009798**
(ii) Annual General Meeting Date, Time and Venue	Thursday, 5th September, 2019 at 11.30 A.M. at "Krishna Auditorium", Compucom Institute of Technology and Management College Compound, SP-5, EPIP, Sitapura, Jaipur-302022 (Rajasthan).
(iii)	
a) Financial Year:	April 1, 2019 to March 31, 2020
b) Financial Calendar(Tentative):	
Results for the 1st Quarter ending June 30th, 2019	Last week of July, 2019
Results for the 2nd Quarter ending September 30th, 2019	Last week of October, 2019
Results for the 3rd Quarter ending December 31st, 2019	Last week of January, 2020
Results for the 4th Quarter ending March 31st, 2020	Second week of May, 2020
(iv) Book Closure:	Friday, August 30, 2019 to Thursday, September 5, 2019 (both days inclusive)

(v) Dividend Payment Date	Final dividend to be paid on or after September 05, 2019 subject to the approval of shareholders in the Annual General Meeting.
(vi) Listing on Stock Exchanges:	The shares of the Company are listed on **BSE Limited (BSE)**, Ist Floor, Rotunda Building, P.J. Tower, Dalal Street, Mumbai, **National Stock Exchange of India Limited (NSE)**, Bandra-kurla complex Bandra (E) Mumbai, **Calcutta Stock Exchange Limited (CSE)**, 7 Lyons Range, Kolkata The Annual Listing fee for Financial Year 2019-20 has been paid.
(vii) Stock Code/ Symbol **ISIN (International Securities Identification Number):**	BSE Scrip Code: 532339 NSE Symbol: COMPUSOFT CSE Scrip Code: 13335 Series: EQ INE453B01029
(viii) Market Price data: **High/Low during each month in last Financial Year**	Please see Annexure **No. A** of this report.
(ix) Performance in comparison to broad: **Based indices such as BSE sensex**	Please see Annexure **No. B** of this report
(x) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:	A Comprehensive financial and commodity risk management Programme supports the achievement of an organization's objectives by enabling the identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risk and implementing policies and procedures to manage and monitor the risks. The Company has in place a Board approved policy which establishes the financial and commodity risk management framework and defines the procedures and controls for the effective management framework and defines the procedures and control for the effective management of the Company's risks that arise due to Governmental Projects.
(xi) 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, Ist Floor, Okhla Industrial Area, Phase-1, New Delhi-110020, India Ph. : +91-11-41406149, Fax : +91-11-41709881E-mail : admin@mcsdel.com
(xii) 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 Regulation 7 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 from a Company Secretary in practice and also files a copy of the certificate with the Stock Exchanges.
(xiii) Distribution Schedule & Distribution of Shareholding Pattern	**Annexure C** - Table I & II
(xiv) Dematerialization of Shares and Liquidity	99.15% of the paid-up capital is held in dematerialized form and are frequently traded.

(xv) 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 No.: 0141-5115908 Email: investor@compucom.co.in
(xvi) Registered Office	IT 14-15, EPIP, Sitapura, Jaipur- 302022 (Rajasthan)

8. OTHER DISCLOSURES:

(i) Materially significant Related Party Transactions: There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, the management, subsidiaries or relatives, except for those disclosed in the Board's report. Detailed information on materially significant related party transactions is enclosed as Annexure IV to the Board's report. The Board has approved a policy for related party transaction which has been uploaded on the Company's website at the following link http://compucom.co.in/mdocs-posts/related-party-transaction/

(ii) Strictures or Penalties: During the last three years 2015-16, 2016-17, 2017-18 there were no non-compliances/ strictures or penalties imposed on the company either by the Securities and Exchange Board of India or Stock Exchange (s) or any other Statutory Authority for non-compliance of any matter related to Capital Markets.

(iii) Credit Rating:

The Company has obtained rating from CARE Rating Limited on long term and short-term Bank facility. During the year there has been no change in the credit rating obtained by the Company. The details of the credit rating are as follows:

Name of the Agency	Type of Facilities	Amount (Rs. In crore)	Rating
CARE Rating Agency	Long-term Bank Facilities	1.00	CARE BBB; Stable (Triple B; Outlook: Stable)
CARE Rating Limited	Long-term/Short-term Bank facilities	40.00	CARE BBB: Stable/CARE A3 (triple B; Outlook: Stable/A Three

(iv) Vigil Mechanism (Whistle Blower Mechanism):

The Company Promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a vigil mechanism under which the employees, directors and other stakeholders are free to report matters such as generic grievances, corruption, misconduct, fraud, misappropriation of assets and noncompliance of code of conduct to the Company. The policy safeguards the whistle blowers against victimization or grievances and also provides a direct access to the chairman of the audit committee. During the year under review none of the personnel has been denied access to the Audit Committee and during this Financial Year Company has not received any query regarding thereof.

The Vigil Mechanism is available on the weblink http://compucom.co.in/mdocs-posts/vigil-mechanism/

(v) 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.

(vi) Compliance with Mandatory and other recommendatory Requirements:

a) The Company follows the Mandatory guidelines of Secretarial Standards in respect to conducting various Meeting and preparation and recording of minutes and other statutory records and registers. Further Company complies with the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

b) The Company also follows some non-mandatory guidelines of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is in the regime of unqualified financial statements by the auditors and the Internal Auditor directly reports to the Audit Committee of the Company.

(vii) Financial Statements/Accounting treatments: In the preparation of Financial Statements, the Company has followed the Indian Accounting Standards. As required by Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO have given Compliance certificate on financial statements to the Board of Directors. Certificate of CEO and CFO attached in the later section of this Annual report.

(viii) Policy on Determining Material Subsidiary:

During the year Company has amended Policy on Material Subsidiaries in line with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. The Key changes in the Policy are the definition of Material Subsidiary which was changed by Amendment in Listing Regulations. The Board has amended a policy for Determining Material Subsidiary which has been uploaded on the Company's website at the following link http://compucom.co.in/mdocs-posts/determining-material-subsidiary/

(ix) 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.

(x) Management: A detailed report on Management Discussion and Analysis is given as an annexed in Board Report as **Annexure VII**. 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.

(xi) Disclosures of Compliance: The Company has complied with the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required by Schedule V of the Listing Regulations, the Auditor's certificate on corporate governance is enclosed as Annexure IX to the Board's Report.

(xii) Unclaimed Dividend

Section 124 of the companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), mandates that companies transfer dividend that has remained unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the rules mandate that the shares on which dividend has not been paid or claimed for seven consecutive years or more is transferred to the IEPF.

During the year 2018-19, Rs. 1,70,249/- (Rupees one Lakh Seventy Thousand Two Hundred and Forty Nine Only) transferred to Investor Education and Protection Fund.

DETAILS OF UNCLAIMED DIVIDEND AS ON MARCH 31, 2019

Financial Year	Date of Declaration of Dividend	Total Dividend (Rs.)	Unclaimed Dividend (Rs.)	Due for transfer to IEPF
2011-12(Final)	18-Sep-2012	2,37,37,556.40	2,10,254.70	October, 2019
2012-13(Final)	19-Sep-2013	3,16,50,075.20	3,34,487.20	October,2020
2013-14(Final)	27-Aug-2014	3,16,50,075.20	3,79,740.80	September, 2021
2014-15(Final)	24-Sep-2015	79,12,518.80	96,876.10	October, 2022
2015-16(Final)	09-Sep-2016	79,12,518.80	1,13,838.40	October, 2023
2016-17(Final)	27-Sep-2017	79,12,518.80	1,57,886.00	October, 2024
2017-18(Final)	18-Sep-2018	79,12,518.80	1,17,824.00	October, 2025
Total Unclaimed Amount			**14,10,907.20**	

The Company sends periodic intimation to the shareholders, advising them to lodge their claims with respect to unclaimed dividends. Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF, including all benefits accruing on such shares, if any, can be claimed from IEPF following the procedure prescribed in the Rules. No claim shall lie in respect thereof with the Company.

9. SHARES TRANSFERRED TO IEPF:

During the year, the Company has transferred 16,572 (Sixteen thousand Five Hundred Seventy Two) number of shares in accordance with IEPF rules due to dividends unclaimed for seven consecutive years.

10. DETAILS OF TOTAL FEES PAID TO STATUTORY AUDITORS:

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/ network entity of which the statutory auditor is a part, are as follows:

Rs. In Lakhs

Type of service	2018-19	2017-18
Audit Fees	3	3
Other Services	1	1
Total	4	4

Audit Fees includes audit and audit related services.

11. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE:

M/s V. M. & Associates, Practicing Company Secretaries, has issued a certificateas required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure-D** with Corporate Governance Report.

12. COMPLAINTS PERTAINING TO SEXUAL HARASSMENT:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Details regarding the internal Committee and complain received against sexual harassment are provided in the Board's Report.

13. CODE OF CONDUCT:

In compliance with the Listing Regulations, the Company has framed and adopted a code of conduct for Board and Senior Management ('the Code"). The Code is applicable to the members of the Board, the executive officers and all employees of the Company and its subsidiaries. The Code is available on our website, at the following link http://compucom.co.in/mdocs-posts/code-of-conduct/

All members of the Board, the executive officers and senior officers have affirmed compliance to the Code as on March 31, 2019. A declaration to this effect, signed by the Chief Executive Officer and Managing Director is attached as **Annexure-E** with Corporate Governance Report.

ANNEXURE A

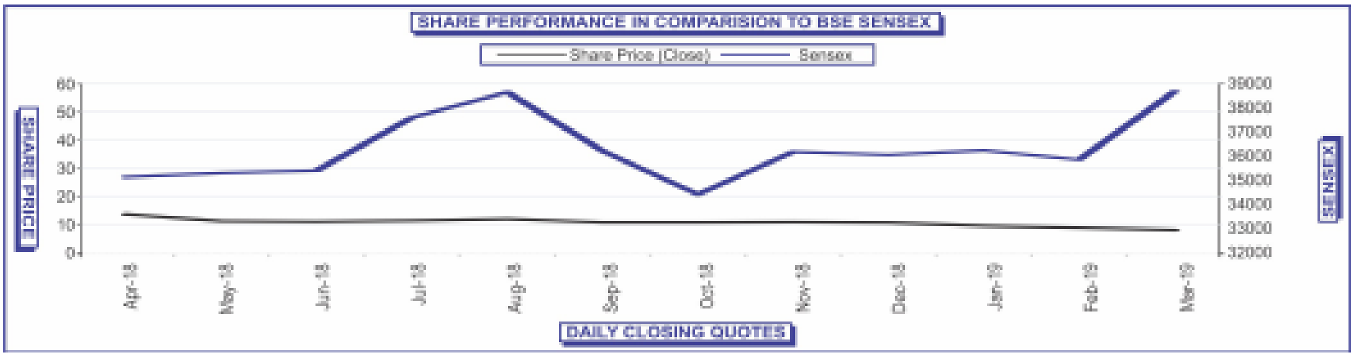
MARKET PRICE DATA – HIGH/LOW DURING EACH MONTH IN THE YEAR 2018-19

	BSE			NSE	
Month	**Market Price (Rs.)**		**Month**	**Market Price (Rs.)**	
	High	**Low**		**High**	**Low**
Apr-18	16.90	11.25	Apr-18	16.90	11.00
May-18	14.40	11.30	May-18	15.00	11.10
Jun-18	12.66	11.02	Jun-18	12.60	11.00
Jul-18	12.30	11.11	Jul-18	12.40	11.00
Aug-18	12.92	11.60	Aug-18	13.00	11.60
Sep-18	12.40	10.60	Sep-18	12.75	10.80
Oct-18	11.75	10.11	Oct-18	12.00	10.50
Nov-18	12.99	11.01	Nov-18	12.80	11.00
Dec-18	12.45	10.60	Dec-18	12.50	10.65
Jan-19	11.92	09.45	Jan-19	11.50	09.35
Feb-19	10.00	08.40	Feb-19	10.10	08.50
Mar-19	10.72	08.36	Mar-19	10.60	07.90

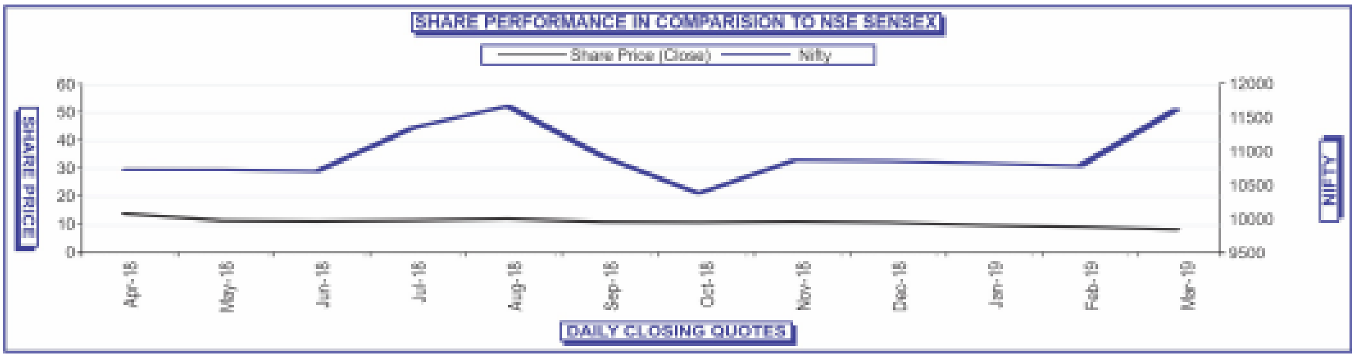
ANNEXURE B

PERFORMANCE IN COMPARISON TO BROAD BASED INDICES AS BSE SENSEX AND NSE NIFTY.

The above chart depicts daily closing quotes on Bombay Stock Exchange & National Stock Exchange for the year ended March 31, 2019.



Performance in comparison to broad based indices as BSE Sensex



Performance in comparison to broad based indices as NSE Nifty

ANNEXURE C

DISTRIBUTION OF SHAREHOLDING AND DEMATERIALIZATION OF SHARES

TABLE I- DISTRIBUTION SCHEDULE AS ON MARCH 31, 2019

Range -No. of Shares	No. of Shares held	No. of Folios	% Shares	% Holders
Up to 500	1406496	6889	1.78	57.30
501-1000	1698985	1942	2.15	16.15
1001-2000	2643210	1689	3.34	14.05
2001-3000	1338651	495	1.69	4.12
3001-4000	767963	213	0.97	1.77
4001-5000	1062542	223	1.34	1.85
5001-10,000	2357005	313	2.98	2.60
10001-50,000	4020881	215	5.08	1.79
50,001-1,00,000	1350129	20	1.71	0.17
Above 1,00,000	62479326	24	78.96	0.20
Total	**79125188**	**12023**	**100.00**	**100.00**

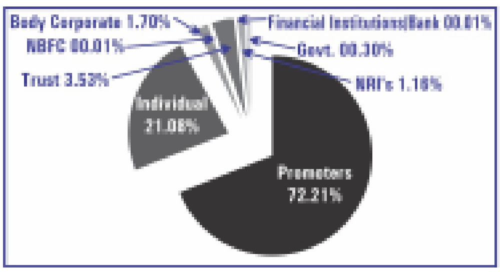
TABLE II- SHAREHOLDING PATTERN AS ON MARCH 31, 2019

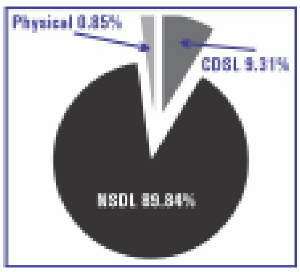
Particulars	No of shares	% of Shares
Promoter	57134300	72.21
Individuals	16681456	21.08
Body Corporate	1346904	1.70
NBFC registered with RBI	5100	0.01
Trust	2792979	3.53
Financial Institutions/Bank	10503	0.01
NRIs	916383	1.16
Govt.	237563	0.30
Total Shareholding	**79125188**	100.00

TABLE III- DEMATERIALIZATION OF SHARES AS ON MARCH 31, 2019

Particulars	No of shares	% of Shares
CDSL	7361835	9.31
NSDL	71089263	89.84
PHYSICAL	674090	0.85
TOTAL	79125188	100

Shareholding Pattern as on March 31, 2019





Dematerialization of shares

ANNEXURE-D

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Compucom Software Limited
IT:-14-15, EPIP Sitapura
Jaipur-302022 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Compucom Software Limited** having **CIN: L72200RJ1995PLC009798** and having registered office at **IT:-14-15, EPIP Sitapura, Jaipur-302022 (Rajasthan)** (hereinafter referred to as '**the Company'**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr.No	Name of the Director	DIN
1	Mr. Surendra Kumar Surana	00340866
2	Mr. Ajay Kumar Surana	01365819
3	Mr. Ghisa Lal Chaudhary	03602194
4	*Mr. Shubhkaran Surana	00341082
5	Mrs. Trishla Rampuria	07224903
6	Dr. Satish Kumar	07517644
7	Dr. Baldev Singh	08333652
8	*Dr. Anjila Saxena	02353483
9	Mr. Rajendra Prasad Udawat	00341110

*Ceased from the Directorship of the Company during the Financial Year 2018-19.

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: July 27, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

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

ANNEXURE-E

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

I, hereby confirm and declare that in terms of Regulation 26 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board Members and Senior Managerial Personnel of the Company have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel for the financial year 2018-19.

For Compucom Software Ltd.
Sd/-
Surendra Kumar Surana
Managing Director & CEO
(DIN- 00340866)

Place: Jaipur
Date: July 27, 2019

ANNEXURE-IX

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members,
Compucom Software Limited

We have examined the compliance of conditions of Corporate Governance by **COMPUCOM SOFTWARE LIMITED**, for the year ended on March 31, 2019, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement entered of the said Company with stock exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in pursuant to the Listing Agreement entered of the said Company with stock exchange(s).

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.

sd/-
For and on behalf of
M/S SAPRA & CO.
Chartered Accountants
FRN-003208C
CA OM PRAKASH SAPRA
Proprietor
Membership No.-072372

Date: July 27, 2019
Place: - Jaipur

COMPLIANCE CERTIFICATE

Ref: Regulation 17(8) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
Compucom Software Limited,
IT 14-15, EPIP, Sitapura
Jaipur

We, Surendra Kumar Surana, Managing Director & Chief Executive Officer (CEO) and Sanjeev Nigam, Chief Financial Officer (CFO) of the Company hereby certify that:

(A) We have reviewed the financial statements and the cash flow statement for the Year ended March 31, 2019 and that 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) To the best of our knowledge and belief, no transactions entered into by the Company during the Year ended March 31, 2019 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 and we have disclosed to the auditors and audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have been taken to rectify these deficiencies.

(D) We have indicated to the Auditors and the Audit Committee that there are no:
- Significant changes in the internal control over financial reporting during the year,
- Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware-.

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

sd/-
Sanjeev Nigam
Chief Financial Officer

Date: May 18, 2019
Place: Jaipur

Independent Auditor's Report

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

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Compucom Software Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S.No.	Key Audit Matter	Auditor's Response
1	Accuracy of recognition, measurement of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)	We assessed the Company's process to identify the impact of adoption of the new accounting standard-Ind AS-115. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • The contracts of the revenue were tested with reference to the operating effectiveness of the internal controls, relating to performance obligations and determination of transaction price. The procedures applied included enquiry, observation and examination of evidences in respect of operation of these controls. • Evaluated the appropriateness of the disclosures provided under the revenue standards and assessed the completeness and accuracy of the relevant disclosures. Relevant records in respect of revenue recorded for time and material contracts were tested with reference to time sheets, customer's acceptances, invoicing, trend of collection and reporting to the Government Authorities.
2	Disinvestment of wholly owned foreign Subsidiary, namely, ITneer, INC. (Loss of control as per Ind AS-110)	Our audit approach through substantive testing included examination of relevant agreements, review of CPA report in respect of book value of the equity of the subsidiary for determining the consideration, evaluation of foreign currency translation, evaluation of determination of profit on disinvestment, review of the relevant minutes of board meetings and filings with the RBI.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on 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, based on our audit 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 purposes of our audit.

   (b) In our opinion, proper books of account 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, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

   (g) With respect to the matter to be included in the Auditors' Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

   (h) With respect to the other matters to be included in the Auditors' 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 as at 31 March 2019 on its financial position in its standalone financial statements.

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Sapra and Company
Chartered Accountants
FRN 003208C

CA. OM PRAKASH SAPRA
Proprietor
Membership No. 072372

Place: Jaipur
Date: May 18, 2019

'Annexure A' 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, 2019 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 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. **Inventories:**
As explained to us, the inventories, except for those lying with the third parties, were physically verified during the year by Management at reasonable intervals and no material discrepancies were noticed on physical verification

iii. **Loans to the parties covered in the register maintained under Section 189 of the Act**:-
According to information and explamation given to us, the Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships and other 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. **Compliance of provisions of section 185 and 186 of the Companies Act, 2013:-**
In our opinion and according to the information and explanations given to us, the Company has not granted any such loan under the provisions of Section 185 and 186 of the Act, hence the rules specified thereunder does not apply.

v. **Public Deposits**:-
The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2019. Therefore, the provisions of clause (v) of paragraph 3 of the order are not applicable to the Company.

vi. **CostRecords:-**
The maintenance of cost records has been prescribed by the Central Government under section 148(1) of the Act, for activity related to Education and 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. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. **Statutory Dues**:-

a) Undisputed Statutory Dues: According to the information and explanations given to us and on the basis of our examination of the record of the company, undisputed statutory dues including provident fund, ESI, Income Tax, Value added tax, service tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

b) Disputed statutory dues: Details of statutory dues which have not been deposited as at March 31, 2019 on account of disputes are given below:

Nature of dues	Period to which the amount relates	Forum where the Dispute is pending	Amount (In Lacs)
Income Tax	A.Y. 2010-11	Commissioner of Income Tax (Appeals)	12
Income Tax	A.Y. 2016-17	Commissioner of Income Tax (Appeals)	8
Service Tax	A.Y. 2012-13	Custom,.Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax – 224.5 Penalty - 224.5

viii. **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, therefore, provisions of clause (viii) of paragraph 3 of the order are not applicable.

ix. **Application of IPO, FPO and Term loans**:-
According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year, therefore provisions of clause (ix) of paragraph 3 of the order are not applicable.

x. **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 the company by its officers or employees or by the Company, has been noticed or reported during the year.

xi. **Managerial Remuneration:-**
According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.

xii. **NidhiCompany:-**
According to the information and explanations give to us and based on our opinion, the Company is not a Nidhi company, therefore provisions of clause (xii) of paragraph 3 of the order are not applicable.

xiii. **Related Party Disclosure:-**
According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. **Issue of Preferential Allotment or Private Placement of Shares or Debentures:-**
According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. **Non cash Transactions with directors and connected persons with them:-**
According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or directors of its holding company, directors of subsidiary company or directors of associate company or persons connected with him, therefore provisions of section 192 of the companies Act, 2013 are not applicable.

xvi. **Registration under Reserve Bank of India Act, 1934:-**
The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For Sapra and Company
Chartered Accountants
FRN 003208C

CA. OM PRAKASH SAPRA
Proprietor
Membership No. 072372

Place: Jaipur
Date: May 18, 2019

'Annexure B' to the Independent Auditors Report

"(referred to in paragraph 2(F) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date) on the Standalone Financial Statements for the year ended March 31, 2019 of **M/s Compucom Software Limited.**

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Compucom Software limited ('the Company') as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the

Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sapra and Company
Chartered Accountants
FRN 003208C

CA. OM PRAKASH SAPRA
Proprietor
Membership No. 072372

Place: Jaipur
Date: May 18, 2019

STANDALONE BALANCE SHEET AS AT MARCH 31, 2019

(in Lacs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
A. Non-Current Assets			
(i) Plant, Property and Equipment	4	1,338	2,049
(ii) Capital Work-in-Progress	4	434	114
(iii) Intangible Assets	5	3	3
(iv) Investments in subsidiaries		455	894
(v) Financial Assets			
(a) Investments	6	107	77
(b) Trade Receivables	10	843	843
(c) Long-Term Loans and Advances		-	-
(d) Other Financial Asset	7	861	-
(vi) Deferred Tax Assets (Net)		227	89
(vii) Non current tax assets		428	557
(viii) Other Non-Current Assets	8	102	137
B. Current Assets			
(i) Inventories	9	-	190
(ii) Financial Assets			
(a) Investments		-	-
(b) Trade Receivables	10	5,685	4,639
(c) Cash and Cash Equivalents	11	795	1,168
(d) Bank Balances other than(c) above	12	3,086	2,138
(e) Others	7	66	32
(iii) Current Tax Assets (Net)		878	498
(iv) Other Current Assets	8	404	1228
TOTAL ASSETS		**15,712**	**14,656**
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	13	1583	1583
(ii) Other Equity		10986	10526
Total Equity		**12569**	**12109**
Liabilities			
(1) Non-Current Liabilities			
(i) Financial Liabilities			
(a) Borrowings	14	265	-
(b) Trade Payable- Other than SME	15	577	577
(c) Other Financial Liabilities	16	65	53
(ii) Provisions	17	57	67
(iii) Deferred Tax Liabilities		-	-
(2) Current Liabilities			
(i) Financial Liabilities			
(a) Borrowings	14	238	281
(b) Trade Payables-SME	15	1	1
Trade Payables-other	15	66	94
(c) Other Financial Liabilities	16	728	37
(ii) Other Current Liabilities	18	129	307
(iii) Provisions	17	784	858
(iv) Current Tax Liabilities (Net)		233	272
TOTAL EQUITY AND LIABILTIES		**28,281**	**14,656**

See accompanying notes to financial statements.
As per our report of even date.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
Revenue from operations	19	6459	4570
Other income	20	548	378
Total Income		**7007**	**4948**
Expenses:			
Purchases of Stock-in-Trade		3128	190
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	190	(190)
Employee Benefits Expenses	22	454	507
Finance Costs	23	199	100
Depreciation and Amortization Expenses	24	905	1202
Learning Solution Execution Expenses		1156	1098
Other Expenses	25	341	1614
Total expenses		**6374**	**4521**
Profit before exceptional item and tax		**633**	**427**
Exceptional item		-	-
Profit before tax		633	427
Tax expense :			
Current tax		228	421
Deferred tax credit		(137)	(290)
Earlier Years tax		0.27	0.03
Total tax expenses		**90**	**131**
Profit for the year		**543**	**296**
Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		18	18
(b) Tax benefit on items that will not be reclassified to profit or loss		(5)	(6)
B) Items that will be reclassified to profit or loss			
(a)Effective portion of gains and loss on designated portion of hedging instruments in a cash ow hedge		-	-
(b) Debt instrument through other comprehensive income		-	-
(c) Tax expenses on items that will be reclassified to profit or loss		-	-
Total other comprehensive income		**13**	**12**
Total comprehensive income for the year		**556**	**308**
Earnings per share (of Rs. 2 each)			
Basic earnings per share (in Rs)	26	0.70	0.39
Diluted earnings per share (in Rs)	26	0.70	0.39

See accompanying notes to financial statements.
As per our report of even date.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES :			
Net profit before tax		633	427
Adjustments to reconcile profit to net cash provided by operating activities:			
Depreciation and amortization expense	24	905	1202
Interest expense	23	134	64
Interest income	20	(214)	(173)
Provision for Gratuity	22	8	20
Net gain on investments measured at Amortised Cost		-	(1)
Net gain on investments measured at FVTPL		-	(5)
Fair value adjustment		(5)	-
Profit on sale of investment in subisidary		(325)	-
Loss / (Gain) on sale of fixed assets (net)		(0.20)	1
Loss on derecognition of land		-	8
Operating profit before working capital changes		**1137**	**1543**
Changes in assets and liabilities			
(Increase)/Decrease in Inventories	9	190	(190)
(Increase)/Decrease in Trade receivables	10	(1046)	905
(Increase)/Decrease in Other current assets and non current assets		573	336
Increase/(Decrease) in current and non current liabilities		421	(1116)
Cash generated from operations		**1275**	**1478**
Income taxes paid during the year		(272)	(408)
Net cash generated from operating activities		**1003**	**1070**
(B) CASH FLOW FROM INVESTING ACTIVITIES :			
Purchases of property, plant and equipment (including intangibles, CWIP and Capital Advances)	4,5	(514)	(164)
Interest received	20	214	173
Increase/(Decrease) in unpaid dividend and FDR having maturity more than 3 months		(947)	60
Increase/(Decrease) in unpaid dividend and FDR having maturity more than 12 months		(861)	-
Investment in Shares, Mutual funds and current investment		(25)	-
Sale of Shares, Mutual funds and current investment		764	(50)
Proceeds from sale of property, plant and equipment		0.45	1
Net cash generated from investing activities		**(1369)**	**20**
(C) CASH FLOW FROM FINANCING ACTIVITIES :			
Interest paid	23	(134)	(64)
Increase/ (Decrease) in Loan Funds		222	(22)
Dividend and tax paid thereon		(95)	(95)
Net cash used in financing activities		**(7)**	**(181)**
Net increase in Cash and cash equivalents		(373)	909
Cash and cash equivalents at the beginning of the year		1168	259
Cash and cash equivalents at the end of the year		**795**	**1168**

See accompanying notes to financial statements.
As per our report of even date.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary & Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

A. EQUITY SHARE CAPITAL

Equity shares of Rs. 2 each issued, subscribed and fully paid	Numbers of shares (in Lacs)	Amount (in Lacs)
As at 1 April, 2017, March 31, 2018 and March 31, 2019	791	1582

B. OTHER EQUITY

(in Lacs)

Particulars	Equity share Capital	Reserve and surplus				Other Compre-hensive Income	Total
		Securities Premium Reserves	General Reserve	Capital Reserve	Profit and Loss Accounts		
Balance as at the end of the year April 1, 2017	**1582**	**1353**	**1485**	**209**	**7254**	**12**	**11896**
Profit for the year					296	-	296
Actuarial Gains on Liability	-	-	-	-	-	18	18
Tax Effect	-	-	-	-	-	(6)	(6)
Dividend declared - Paid	-	-	-	-	(76)	-	(76)
Dividend distribution tax - Paid	-	-	-	-	(15)	-	(15)
Dividend declared - Unpaid	-	-	-	-	(3)	-	(3)
Dividend distribution tax paid on unpaid dividend	-	-	-	-	(1)	-	(1)
Balance as at the end of the year March 31, 2018	**1582**	**1353**	**1485**	**209**	**7455**	**24**	**12109**
Profit for the year	-	-	-	-	543		543
Actuarial Gains on Liability	-	-	-	-	-	18	18
Tax Effect	-	-	-	-	-	(5)	(5)
Dividend declared - Paid	-	-	-	-	(78)	-	(78)
Dividend distribution tax - Paid	-	-	-	-	(16)	-	(16)
Dividend declared - Unpaid	-	-	-	-	(1)	-	(1)
Dividend distribution tax paid on unpaid dividend	-	-	-	-	(0.24)	-	(0.24)
Balance as at the end of the year March 31, 2019	**1582**	**1353**	**1485**	**209**	**7902**	**37**	**12569**

See accompanying notes to financial statements.

As per our report of even date.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary & Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

NOTES FORMING PART OF THE FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

Note 01

COMPANY OVERVIEW

Compucom Software limited ('the Company') operates in areas like E-Governance projects, ICT Education Projects, software design & development, electronic media, IT & media training & learning Solutions including Skilling and placement activities, Wind Power generation etc.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Jaipur, Rajasthan, India. The Company has its listings on the BSE Limited and National Stock Exchange of India Limited and Calcutta stock exchange.

The financial statements are approved for issue by the Company's Board of Directors in its meeting held on May 18, 2019.

Note 02

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Basis of preparation

These financial statements are prepared on a going concern basis, in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for financial instruments which are measured at fair values and the provisions of the Companies Act , 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with relevant rule of the Companies (Indian Accounting Standards) Rules, 2015.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The standalone financial statements were approved for issue by the Board of Directors in its meeting held on May 18, 2019.

b) Use of estimates and judgement

(i) Use of estimates:

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income that are reported and disclosed in the financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used, but not limited to accounting for costs expected to be incurred to complete performance under service arrangements, allowance for uncollectible accounts receivables and unbilled revenue, accrual of warranty costs, income taxes, future obligations under employee benefit plans, the useful lives of property, equipment and intangible assets, impairment of property, equipment, intangibles and goodwill, valuation allowances for deferred tax assets, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Actual results could differ from those estimates.

(ii) Significant Judgement Contingencies:

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management' assessment that the outcome cannot be reliably quantified or is uncertain, the claims are disclosed as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. While considering the possible, probable and remote analysis of taxation, legal and other claims, there is always a certain degree of judgment involved pertaining to the application of the legislation which in certain cases is supported by views of tax experts and/or earlier precedents in similar matters. Although there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position or profitability.

Note 03

SIGNIFICANT ACCOUNTING POLICIES

a) Fair value measurement

The Company measures financial instruments, such as, investment in securities and other assets wherever necessary at fair value at balance sheet date wherever necessary. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the market conditions and risks existing at each reporting period date. The methods used to determine fair value include available quoted market process and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

For financial assets and liabilities maturing within one year from balance sheet date which is not carried at fair value, the carrying amount approximate fair value due to the short maturity of these instruments.

b) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

  All other assets are classified as non-current.

  A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non- current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Some line items presented in the financial statements have been reclassified under different heads and sub heads to encourage appropriate disclosure of information contained, begining from the earliest period presented in the financial statements.

c) Functional and presentation currency

The financial statements are prepared in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lacs.

d) Revenue recognition

1. Revenue from operations:-

The Company earns revenue primarily from E-Governance projects, ICT Education Projects, software design & development, electronic media, IT & media training & learning Solutions including Skilling and placement activities, Wind Power generation etc.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the consolidated statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 3(d) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognized on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- Revenue from the sale of distinct third party hardware is recognized at the point in time when control is transferred to the customer.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

- Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognised at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.
- The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The Company recognises revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

2. Dividend:-

Dividend income is recognized in the statement of profit and loss only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

3. Interest:-

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, with reference to the principal outstanding and at the effective interest rate applicable.

Use of significant judgments in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgment to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer.
- Revenue for fixed-price contract is recognised using percentage-of-completion method. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.
- Contract fulfilment costs are generally expensed as incurred except for certain software licence costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of licence whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

e) Property, plant and equipment

(i) Property, plant and equipment at office and at site

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in the Statement of Profit and Loss.

Assets held for sale are carried at lower of their carrying value or fair value less cost to sell. Major machinery spares parts are capitalized when they meet the definition of Property, Plant and Equipment.

Repairs and maintenance cost are recognized in the Statement of Profits or Loss as incurred.

(ii) Capital work in progress (CWIP)

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized in CWIP until the period of commissioning has been completed and the asset is ready for its intended use.

(iii) Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property and other equipment has been provided on the straight-line method.

Based on technical evaluation, the management believes that the useful lives as given below best represent the period over which the management expects to use the asset.

Assets	Useful life in years
RCC buildings	60
Solar Power Equipment	15
Computers and dataprocessing equipment	3
Wind Mill Equipment	22
Machinery	15
Office equipment	5
Furniture and fixtures	10
Vehicles	8

The useful lives of the above assets are in line with the useful lives as prescribed under Part C of schedule II of the Companies Act, 2013, The management believes that these estimated useful lives are realistic and reflect fair apportionment of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortized over their estimated useful life. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

g) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs than an entity incurs in connection with the borrowings of the funds.

h) Impairment of non-financial assets

Impairment charges and reversals are assessed at the level of cash-generating units. A cash-generating unit (CGU) is the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment tests are carried out annually for all assets when there is an indication of impairment. The Company conducts an internal review of asset values annually, which is used as a source of information to assess for any indications of impairment or reversal of previously recognized impairment losses. External factors, such as changes in expected future prices, costs and other market factors are also monitored to assess for indications of impairment or reversal of previously recognized impairment losses.

If any such indication exists then an impairment review is undertaken, the recoverable amount is calculated, as the higher of fair value less costs of disposal and the asset's value in use.

Fair value less costs of disposal is the price that would be received to sell the asset in an orderly transaction between market participants and does not reflect the effects of factors that may be specific to the entity and not applicable to entities in general.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. The cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted

The carrying amount of the CGU is determined on a basis consistent with the way the recoverable amount of the CGU is determined.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

Any reversal of the previously recognized impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized. During the current year the recoverable amount as determined by the management are greater than the carrying amount hence no impairment of Assets is done.

i) Financial instruments

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

SUBSEQUENT MEASUREMENT

(a) Non-derivative financial instruments

(i) Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and short-term money market deposits having original maturities of three months or less from the year end, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(ii) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

(iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

(v) Financial liabilities

Financial liabilities are subsequently carried at cost as they will be settled within the current year. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments, hence no discounting for the same is necessary.

(vi) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the financial statements.

Financial assets - derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass- through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

The Company measures loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss. The classification of trade receivables in terms of expected realization has been done by the management based on the past experience of the management.

Trade Receivables of Rs. 843 lacs shown under non current trade receivable relate to the BSER Project and are outstanding for more than 10 years. In respect of these receivables the Company is in the Arbitration Proceedings as directed by The Honorable Rajasthan High Court on a plea filed by the Company. Trade Payables of Rs. 577 lacs are related to ABA's of BSER project. The payment of these Trade Payables is dependent upon realization of Trade Receivables of Rs. 843 lacs related to the BSER project as per the Terms of Agreement with the ABA's.

Financial liabilities – recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and other financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit or loss & other comprehensive income**

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

  Gains or losses on liabilities held for trading are recognized in the profit or loss.

- Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTOCI, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the Statement of Profit and Loss. The Company has not designated any financial liability as at fair value through other comprehensive income.

Financial liabilities - derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(b) Derivative financial instruments and hedge accounting

The company currently does not have any derivative financial instruments whether short term or long term as well as the company is not enrolled in any hedging contracts.

(c) Inventories

Inventories are valued at the lower of cost and net realizable value.

Net realizable value is determined based on estimated selling price, less further costs expected to be incurred to completion and disposal.

(d) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Company are broadly categorised into employee benefit expenses, Learning Solution Execution Expenses, Finance Costs, depreciation and amortisation and other expenses. Employee benefit expenses includes salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Other expenses mainly include fees to external consultancy expenses, travel expenses, communication expenses, bad debts and advances written off, Rent and Facility Support, Insurance expenses and other expenses. Other expenses is an aggregation of costs which are individually not material such as News Paper & Magzines, Demat Expenses, Postage & Telegram, entertainment, etc.

(e) Taxation

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided, using the balance sheet method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re- assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(f) Retirement and other Employee benefit schemes

i. Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages and performance incentives which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

ii. Post-Employment Benefits Gratuity

The Company provides for gratuity, a defined benefit retirement plan (‘the Gratuity Plan’) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company fully contributes all ascertained liabilities to the Gratuity Fund.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability.

Gains and losses through remeasurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effects of any plan amendments are recognized in net profit in the Statement of Profit and Loss.

Provident Fund

The Company benefits to its employees, under provident fund . The Company and employees contribute at predetermined rates to fund which is accounted on accrual basis. The contribution towards provident fund is recognized as an expense in the Statement of Profit and Loss.

(g) Provisions and Contingent liabilities

I. General

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre- tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

Company does not expect provisions to be settled beyond the operating cycle, hence the company has not discounted the provisions.

(h) Foreign currency translation

The functional currency for the Company is determined as the currency of the primary economic environment in which it operates. For the Company, the functional currency is the local currency of the country in which it operates, which is Indian Rupee.

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the Statement of Profit and Loss except any exchange differences on translation of foreign operation of ITneer Inc, which are recognized in the other comprehensive income as a part of foreign currency translation reserve.

Transactions Relating to Foreign Exchange Earnings & Outgo are specified below;- (In Lacs)

Particulars	F.Y 2018-19	F.Y 2017-18
CIF Value of imports	-	-
Other Expenses	-	-
FOB Value of exports	148.24	275.80

(i) Earnings per share

The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the comprehensive income attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

(j) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer i.e. CEO. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses which are not allocable to segments on a reasonable basis, are included under “Unallocated revenue/ expenses “. It is practically not possible for the company to ascertain segmental assets and liabilities due to the location and swap use of assets and some liabilities despite management’s constant effort.

(k) Cash dividend to equity shareholders of the Company

The Company recognizes a liability to make distribution to equity shareholders of the Company when the distribution is authorized and it is no longer at the discretion of the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholders’ approval. Dividends are paid in Indian Rupees.

Dividend Remitted in Foreign Currency;-

Particulars	F.Y 2018-19	F.Y 2017-18
Amount (Rs. In lacs)	0.507 (F.Y 2017-18)	1.07 (F.Y 2016-17)
No. of Shareholders(in whole number)	9	10
No of Shares (in lacs)	5.07	10.07

(l) Disposal of investment in wholly owned subsidiary

During the year the company disposed off it’s wholly owned foreign subsidiary namely ITneer Inc of USA on December 31, 2018. The resulting accounting adjustments have been appropriately disclosed in the financial statements and the resulting gain or loss on disposal has been calculated as follows:

Particulars	Amount
A) Sales consideration	76,387,672
B) Cost of Acquisition	43,924,400
Gain on sale of wholly owned subsidiary (A-B)	**32,463,272**

(m) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The company does not expect this amendment to have any impact on its financial statements.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty

(2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments.

The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling.

The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings.

The Company does not expect this amendment to have any impact on its financial statements

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied.

The Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business.

The Company does not expect this amendment to have any impact on its financial statements

Note 04: PROPERTY, PLANT AND EQUIPMENT (in Lacs)

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Other Assets	Power Plants	Total
At Cost As at April 1, 2017	129	258	15,139	1,320	82	55	1,723	18,706
Additions	-		23	2	6	-	-	31
Disposals/ adjustments	8	-	-	-	6	-	-	14
As at March 31, 2018	121	258	15,161	1,322	82	55	1,723	18,722
Additions	26	-	159	6	23	-	-	214
Disposals/ adjustments	-	-	9,133	1,243	4	-	-	10,380
As at March 31, 2019	147	258	6,187	85	101	55	1,723	8,556
Accumulated depreciation								
As at April 1, 2017	-	70	13,395	1,093	68	14	856	15,496
Depreciation charge for the year	-	4	979	138	3	1	77	1,202
Disposals/ adjustments	-	-	-	-	5	-	-	5
As at March 31, 2018	-	74	14,374	1,231	66	15	932	16,692
Depreciation charge for the year	-	4	737	82	5	1	77	906
Disposals/ adjustments	-	-	9,133	1,243	4	-	-	10,380
As at March 31, 2019	-	78	5,978	70	67	16	1,009	7,218
Net Book Value								
As at March 31, 2018	121	204	787	91	16	40	790	2,049
As at March 31, 2019	147	180	209	15	34	39	713	1,338

(in Lacs)

Carrying amount of	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
Capital work in progress	434	114	-

Note 05: INTANGIBLE ASSETS (in Lacs)

Particulars	Computer Software	Marketing rights	Others	Total
At CostAs at April 1, 2017	169	80	4	253
Additions	-	-	-	-
Disposals	-	-	-	-
As at March 31, 2018	169	80	4	253
Additions	-	-	-	-
Disposals	-	-	-	-
As at March 31, 2019	169	80	4	253
Amortization				
As at April 1, 2017	169	81	0.08	250
Charge for the year	-	-	0.40	0.40
As at March 31, 2018	169	81	0.48	251
Charge for the year	-	-	0.34	0.34
As at March 31, 2019	169	81	0.82	251
Net Book Value				
As at March 31, 2018	-	-	3	3
As at March 31, 2019	-	-	3	3

NOTE 6: INVESTMENTS

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Financial assets measured at Amortized Cost		
Investment in National saving certificate	17	16
Financial assets measured at fair value through profit and loss		
Investment in mutual funds-quoted	88	58
Investment in Equity Instruments Quoted	1	1
Investment in Equity Instruments Unquoted	1	2
Investments measured at cost		
Investments in subsidiaries		
(i) ITneer USA	-	439
(ii) CSL Infomedia	455	455
Total	**562**	**971**
Aggregate amount of quoted investment	**89**	**59**
Market value of quoted investment	**89**	**59**

The company has disinvested its wholly owned foreign Subsidiary, namely, ITneer Inc. on 31st december,2018. The resulting gain has been considered in other income

NOTE 7: OTHER FINANCIAL ASSETS

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-current		
FDR having maturity more than 12 months	861	-
Total	**861**	**-**
Current		
Interest accrued but not due	66	32
Total	**66**	**32**

NOTE 8: OTHER ASSETS

Non-current		
Unsecured, considered good		
Security Deposits	102	102
Withholding Income Tax and others	-	35
Total	**102**	**137**
Current		
Unsecured, considered good		
For Supply of Goods and Services	27	12
Prepaid Expenses	35	65
Accrued Income	247	1114
Advances to Employees	11	8
Advances against Government Dues	49	28
Withholding Income Tax and others	35	**-**
Total	**404**	**1,228**

Note 9: INVENTORIES

Lower of cost or net realizable value		
a. Raw material	-	-
b. Work in progress	-	-
c. Finished goods	-	190
Total	**-**	**190**

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
NOTE 10: TRADE RECEIVABLES		
Current		
Unsecured, considered good	5685	4,639
Unsecured, considered doubtful	-	-
Provision on doubtful debts	-	-
Total	**5685**	**4,639**
Non-Current		
Unsecured, considered good	843	843
Unsecured, considered doubtful	-	-
Provision on doubtful debts	-	-
Total	**843**	**843**
NOTE 11: CASH AND CASH EQUIVALENTS		
(A.) Balances with banks including FDR having Maturity less than 3 Months	759	1,167
Cheques, drafts on hand	27	-
Cash on hand	9	1
Total	**795**	**1,168**
NOTE 12: OTHER BANK BALANCES		
FDR's with Bank having maturity more than 3 months	3,072	2,123
Earmarked unpaid dividend accounts	14	15
Total	**3,086**	**2,138**
NOTE 13: EQUITY SHARE CAPITAL		
A. Authorized equity share capital		
Equity Share of Rs. 2 each	2,000	2,000
No. of Shares (In Lacs)	1,000	1000
B. Issued, subscribed and paid up		
Equity Share of Rs. 2 each	1,583	1,583
No. of Shares (In Lacs)	791	791
C. Details of shareholders holding more than 5% shares in the Company		
Rishab Infotech Private Limited		
No. of Shares (In Lakhs)	165	172
% of Holding	20.84%	21.76%
Sambhav Infotech Private Limited		
No. of Shares (In Lakhs)	199	199
% of Holding	25.15%	25.15%
Compucom Technologies Private Limited		
No. of Shares (In Lakhs)	177	144
% of Holding	22.40%	18.22%

Terms/Rights attached to equity shares

The Company has one class of equity shares having a par value of Rs 2 per share. Each equity shareholder is eligible for one vote per share held. Each equity shareholder is entitled to dividend as and when declared by the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholders' approval.

Note 14: BORROWINGS

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Term Loan	265	-
Total	**265**	**-**
Current		
Other Bank credits	238	281
Total	**238**	**281**

Loans shown above represent loan from SBI for Hotel project at an

The term loan above comprise of loan sanctioned by SBI during the F.Y 2018-19 of Rs 1100 Lacs out of which the company has availed loan of Rs 250 Lacs till the close of current reporting period. The effective interest rate of the said loan comes to 10.25% and the repayment of loan will commence from August, 1 2020 as per the sanction letter. The repayment schedule of the said loan is as follows:-

Start date	End date	Repayment/ moratorium	Period	No of Installments	Installment Amount	Total repayment amount
01-8-2018	31-07-2020	Moratorium	Waived	0	0	0
01-8-2020	31-12-2020	Repayment	Monthly	5	10	50
01-1-2021	31-12-2027	Repayment	Monthly	84	11	924
01-1-2028	31-07-2028	Repayment	Monthly	7	18	126
			Total	**96**		**1100**

NOTE 15: TRADE PAYABLES

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Total outstanding dues of creditors other than micro and small enterprises	577	577
Total	**577**	**577**
Current		
Total outstanding dues of micro and small enterprises	1	1
Total outstanding dues of creditors other than micro and small enterprises	66	95
Total	**67**	**96**

NOTE 16: OTHER FINANCIAL LIABILITIES

Non-current		
EMD/ SD from Vendors	65	53
Total	**65**	**53**
Current		
Current maturities of Long-Term debts	709	22
Unpaid dividends	14	15
Interest accrued but not due on borrowings	5	0.41
Total	**728**	**37**

Current Maturities of long term debts include loan installment due from HPFS which will be settled in the month of January 2020.

NOTE 17: PROVISIONS

Non-Current (in Lacs)

Particulars	Provision for Gratuity	Total
As at March 31, 2018	**67**	**67**
Addition during the year	1	1
Utilized	11	11
As at March 31, 2019	**57**	**57**

The provision for Gratuity represents the Company's best estimate of the costs which will be incurred in the future to meet the obligations under the laws of the Gratuity act 1972. The principal gratuity cost that the company will be required to pay on fulfillment of certain conditions based on actuarial valuation.

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for gratuity	2	2
Provision for Projects Execution Expense(Refer note 17A)	782	856
Total	**784**	**858**

Note 17-A: Provision for Projects Execution Expense

(in lacs)

Particulars	Prov. For CALP and CATP	Prov. For ICT-1 and ICT-3	Prov. For ICT-3	Prov. For ICT - BIhar	Prov. For ICT – 4	Total
As at March 31, 2017	31	586	73	137	-	**827**
Addition during the year	57	10	554	154	-	775
Utilized	40	98	538	69	-	745
As at March 31, 2018	**48**	**498**	**89**	**222**	**-**	**857**
Addition during the year	-	-	326	33	418	777
Utilized	48	75	304	144	280	851
As at March 31, 2019	**-**	**423**	**111**	**111**	**138**	**783**

NOTE NO. 18: OTHER LIABILITIES

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current	-	-
Total	**-**	**-**
Current		
Statutory and other liabilities	97	152
Provision for Expenses	10	115
Salary & Allowances	22	40
Total	**129**	**307**

Statutory and otherliabilities include majorly the dues to government like GST payable etc.

Unpaid dividends represent the dividends not paid before they are transferred to investor education and protection fund.

NOTE 19: REVENUE FROM OPERATIONS

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Sale of Services	2,792	4,429
Sale of Products	3,667	141
Total	**6,459**	**4,570**

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
NOTE 20: OTHER INCOME		
Net gain on investments measured at FVTPL	-	2
Net gain on sale of Investment	325	-
Interest Income	214	173
Other non-operating income	9	203
Total	**548**	**378**
Note 21: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Opening inventory		
Finished goods	190	-
Total	**190**	**-**
Closing inventory'		
Finished goods	-	190
Total	**-**	**190**
Changes in Inventory	**190**	**(190)**
NOTE 22: EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	367	428
Contribution to provident and other funds	65	57
Contributions to Gratuity fund	19	20
Staff welfare expenses	3	2
Total	**454**	**507**
NOTE 23: FINANCE COSTS		
Interest expense on borrowings	134	64
B.G. Commission & Bank Charges	65	36
Total	**199**	**100**
NOTE 24: DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on property, plant and equipments	905	1,202
Amortization of intangible assets	0.34	0.40
Total	**905**	**1,202**
NOTE 25: OTHER EXPENSES		
Auditor's Remuneration (Refer Note 25A)	3	3
Advertisement and Publicity Expenditures	4	4
Bad Debts written off	-	1,312
Communication Expenditures	10	13
Corporate Social Responsibility (Refer Note 30)	16	19
Director's Sitting fees	1	2
Donations	25	32
Insurance Expenditure	17	7
Office & general Expenditures	44	41
Printing and Stationery	6	5
Rent and Facility Support	7	7
Repair and Maintenance Expenditure	42	25
Operation and Maintenance (Wind Power)	54	33

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Vehicle Running and maintenance	9	6
Travelling and Conveyance Expenditures	19	17
Water and Electricity	23	22
Legal and professional	27	31
Interest on taxes	-	3
Data entry expenses	33	31
Software & Licensing Fees	1	1
Fair value Loss	(0.45)	-
Total	**341**	**1,614**

NOTE 25A: REMUNERATION TO AUDITORS

Audit fees	2	2
Other services	1	1
Total	**3**	**3**

NOTE 26: EARNINGS PER SHARE

Basic earnings per share (')	0.70	0.39
Diluted earnings per share (')	0.70	0.39

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit after tax attributable to owners of the Company (in Lacs)	556	308
Earnings used in the calculation of basic earnings for the year (in Lacs)	556	308
Weighted average number of equity shares outstanding (in Lacs)	1,583	1,583
Nominal Value per share	2	2

NOTE 27: CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
a. Contingent liabilities		
Guarantees issued by the banks (excluding Financial guarantee)	2,460	3,974
Service tax demands	449	464
Income tax demands	344	506
Others	116	64

There are following Contingent liabilities:

Sr. No.	Nature of Contingent Liability	Amount (Rs. In Lacs)	Amount-Previous Year (Rs. In Lacs)	Remarks
1	Bank Guarantee Outstanding	2,460	3,974	Counter Guarantee given by the Company of the same amount.
2	Service tax demand for the FY 2011-12	449	11	During the financial year 2011-12, the company received an order from The Commissioner, Central Excise, Jaipur - I, to deposit service tax demand of Rs. 224.5 Lacs and penalty of Rs. 224.5 Lacs. Against this order an appeal was filed before The Customs, Excise, Service Tax Appellate Tribunal, New Delhi (CESTAT). During the financial year 2017-18, the Company has received an order from CESTAT, partly setting aside the impugned order. As per the order of CESTAT, penalty was waived, and the service tax demand was confined to Rs. 11 Lacs approx. However, the Commissioner of Central Goods and Service Tax and Central Excise has gone into appeal before Rajasthan High Court Bench, Jaipur, therefore the contingent liability of Rs 449 Lacs has been restated.
3	Service Tax Demand	-	249	During the year 2013-14, the company received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 124.5 Lacs and a penalty of Rs 124.5 Lacs for the period April 2008 to March 2011. Against this order company filed an appeal before CESTAT,New Delhi. The company deposited Rs 30 lacs against this demand. The company has received an order from CESTAT, New Delhi allowing theappeal. The company has further received an order dated 05.04.2019 from joint commissioner CGST department, Jaipur sanctioning refund of Rs. 30 Lacs.
4	Service Tax Demand	-	203	During the F.Y. 2014-15, company received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 68 Lakhs for the period October 2011 to March 2013, interest subject to a maximum of Rs. 68 Lakhs and a penalty u/s 76 and 77(2) of the Finance Act, 1994 subject to maximum of Rs. 68 lakhs. Against this order company filed an appeal before CESTAT, New Delhi. The company deposited Rs 5.08 lacs against this demand. The company has received an order from CESTAT, New Delhi allowing their appeal with consequential relief to company.
5	Provident Fund Demand by JVVNL (a Rajasthan State Government Electricity Company)	116	64	Following the directions of Rajasthan High Court in connection with a dispute between the company and JVVNL regarding PF dues a fixed deposit of Rs. 116 Lacs (P.Y Rs 64 Lacs) has been made by the company. The matter is still subjudice at Employees Provident Fund Appellate Tribunal. Whether this Fixed Deposit will remain with the company will depend on the outcome of decision of Employees Provident Fund Appellate Tribunal.
6	Income Tax Demand	-	6	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2006-07, the company has withdrawn the appeal before Commissioner of Income Tax (Appeals). As the company had taken the benefit of disallowance of 40(a)(ia) in later year. However, the said demand has been deposited and no liability is there now.

Sr. No.	Nature of Contingent Liability	Amount (Rs. In Lacs)	Amount-Previous Year (Rs. In Lacs)	Remarks
7	Income Tax Demand	-	29	Against the Penalty order passed u/s 271(1)(c) r.w.s 274 of the Income Tax Act, 1961 for the A.Y. 2007-08, the company has gone into appeal before Commissioner of Income Tax (Appeals), The company has received an order from Commissioner of Income Tax (Appeals) on 26.12.2018 allowing the appeal.
8	Income Tax Demand	-	34	Against the assessment order passed u/s 143(3)/147 of the Income Tax Act, 1961 for the A.Y. 2009-10, the Company has gone into appeal before Commissioner of Income Tax (Appeals).The said demand was due to some additions made in the income for that A.Y. and mismatch of TDS claimed by the company and TDS shown in Form 26AS for the relevant assessment year. The company has received an order from Commissioner of Income Tax (Appeals) on 26.12.2018 allowing the appeal.
9	Income Tax Demand	12	28	Income Tax Department has re-opened the case u/s 147 of the Act and passed assessment order with demand of Rs. 28 Lacs. Against the same order, the company went into appeal before Commissioner of Income Tax (Appeals).The appeal was partly allowed by Commissioner of Income Tax (Appeals). Now the company has gone into appeal before Income Tax Appellate Tribunal in respect of disallowance of depreciation on windmill amounting to Rs. 38 lacs which will have a contrary effect of Rs 12 Lacs.
10	Income Tax Demand	-	-	Previous year Income tax demand of Rs. 78 lacs in respect of A.Y 2011-12 was reflected as contingent liability. However, it was settled by an order of CIT(A) for most of the issues involved in favour of the company. Remaining demand of Rs. 10,78,630/- was deposited by the company during FY 2014-15. Therefore, previous year figure has been restated to Nil.
11	Income Tax Demand	319	319	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2012-13, the company has gone into appeal before Commissioner of Income Tax (Appeals). The same is still pending. However, the total demand has been adjusted by the department against the refund receivable for the A.Y. 2013-14 and A.Y. 14-15.
12	Income Tax Demand	3	119	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2013-14, the company had gone into appeal before Commissioner of Income Tax (Appeals). The total demand has been adjusted by the department against the refund receivable for the A.Y. 2014-15. The CIT (Appeals) has partly allowed the appeal. Now the company has gone into appeal before Income Tax Appellate Tribunal in respect of CSR expenditures amounting to Rs. 9 lacs.
13	Income Tax Demand	10	-	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2016-17, the company has gone into appeal before Commissioner of Income Tax (Appeals), which is pending for disposal. The company has deposited 20% of the demand amounting to Rs. 2 lacs, the remaining Rs. 8 lacs is outstanding.

NOTE 28: RETIREMENT AND OTHER EMPLOYEE BENEFIT SCHEMES

(In Lacs)

a. Provident Fund

The Company offers its employees, benefits under defined benefit plans in the form of provident fund scheme which covers all employees. Contributions are paid during the year into Provident Fund. Both the employees and the Company pay predetermined contributions into the fund.

b. Employees State Insurance scheme

The Company offers its employees, benefits under defined benefit plans in the form of ESI scheme which covers all employees. Contributions are paid during the year into ESI Fund. Both the employees and the Company pay predetermined contributions into the fund.

c. Gratuity Plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, an employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement.age.

The following tables set out the funded status of the gratuity plans and the amounts recognized in the financial statements:-

Particulars	As at March 31, 2019	As at March 31, 2018
Principal actuarial assumptions		
Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows:		
Financial Assumptions		
Discount rate	7.7%	7.7%
Expected rate of increase in compensation level of covered employees	7.0%	7.0%
Demographic Assumptions		
i) Retirement Age (Years)	60	60
ii) Mortality rates inclusive of provision for disability	100% Indian Assured Lives Mortality (2006-08)	
Amount recognized in the balance sheet consists of:		
Fair value of planned assets	-	-
Present value of defined benefit obligations	59	69
Net liability arising from defined benefit obligation	**(59)**	**(69)**
The movement during the year of the present value of the defined benefit obligation was as follows:		
Opening Balance	69	67
Service cost	13	15
Benefits paid	(11)	-
Interest cost	6	5
Actuarial loss on obligation	(18)	(18)
Closing Balance	**59**	**69**

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Amounts recognized in Statement of Profit and loss in respect of defined benefit plan are as follows:		
Current service cost	13	15
Net Interest cost	6	5
Total charge to Statement of Profit and Loss	**19**	**20**
Amounts recognized in Other Comprehensive Income in respect of defined benefit plan are as follows:		
Actuarial (Gain)/Loss arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss arising from Change in Financial Assumption	-	(3)
Actuarial (Gain)/Loss arising from Experience Adjustment	(18)	(16)
Loss on Plan assets (excluding amounts included in net interest cost)	-	-
Remeasurement of the net defined benefit liability	**(18)**	**(18)**

(In Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Expected contribution for the next Annual reporting period:		
Year 1 (undiscounted)	2	3
Year 2 (undiscounted)	2	2
Expected Expense for the next annual reporting period	**4**	**5**

Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Impact of change discount rate		
Increase by 1%	53	61
Decrease by 1%	67	79
Impact of change in salary increase rate		
Increase by 1%	67	79
Decrease by 1%	53	61

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

Risk Analysis

The Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Interest Risk

A decrease in the interest rate on plan assets will increase the plan liability, however this will be partially offset by increase in the return on plan debt investment.

Longevity Risk/Life Expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary Growth Risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

NOTE 29: INCOME TAX EXPENSES

The major components of income tax expense for the year ended March 31, 2019 are indicated below:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
a. Tax charge recognized in Profit and Loss		
Current tax:		
Current tax on profit for the year & earlier years	228	421
Total Current tax & earlier Years	**228**	**421**
Deferred tax:		
Property, plant and equipment, Exploration and evaluation and intangible assets	(130)	(294)
Fair valuation of Investments	2	3
Provisions long and short	(10)	1
Others	1	-
Total Deferred tax expenses	**(137)**	**(290)**
Tax expense for the year (netoff deferred tax and current tax)	**91**	**131**
Effective income tax rate (%)	**27.82%**	**34.61%**

(In Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
b. Statement of other comprehensive income tax (credit) / charge on:		
Actuarial gain on remeasurements of defined benefit plan	18	18
Tax charge	(5)	(6)
Total	**13**	**12**

A reconciliation of income tax expense applicable to accounting profits before tax at the statutory income tax rate to recognized. Income tax expense for the year is as follows:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A) Accounting profit before tax (after exceptional item)	**633**	**427**
Statutory income tax rate	27.82%	34.61%
B) Tax at statutory income tax rate	**176**	**148**
C) Disallowable expenses	956	420
D) Fair valuation of Investments through FVTPL	(2)	(7)
E) Tax holidays and similar exemptions	(86)	(108)
F) Depreciation under income tax	(327)	(362)
G) Adjustments Through OCI	(18)	(18)
H) Adjustments disallowable	-	25
I) Adjustments in respect of prior years	1	-
J) Adjustments allowable	(831)	-
Total (A+C+D+E+F+G+H+I+J) *B	**91**	**131**

There are certain income-tax related legal proceedings which are pending against the company. Potential liabilities, if any have been adequately provided for and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters.

Tax Reliefs and Holidays

Special Business U/s 35 AD of the Income Tax Act

With effect from assessment year 2010-11, a new deduction u/s 35AD was. Introduced to provide incentive to those assesses who set up new business units in certain specified Areas/Fields. This deduction shall be available if following conditions are satisfied:

(1) A unit is set up in specified businesses.
(2) Unit of the specified business should be a new one.
(3) Books of the assessee are audited.

Compucom Software Limited has begun the construction of a 3 star hotel which is covered in the above section and hence the company will avail the deduction of @ 100% of capital expenditure incurred in future years. This deduction shall be allowed in the year in which the commercial operation of the hotel commences.

Deductions In Respect Of Profits And Gains From Industrial Undertakings Or Enterprises Engaged In Infrastructure Development (section 80IA)

This section applies to any undertaking which fulfils all the specified conditions. As generation or generation and distribution of power if it begins to generate power at any time during the period beginning on the 1st day of April, 1993 and ending on the 31st day of March, 2010. The Company has 5 wind power generating units which are set up in 3 districts hence the company avail a tax holiday of 100% profits for a period of 15 years commencing from the year in which such generation begins. The company has 2 plants in sikar, Rajasthan, 2 in jaiselmer, Rajasthan and 1 in krishna, Andhra Pradesh.

Significant components of deferred tax assets and (liabilities) recognized in the balance sheet are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Property, plant and equipment, Exploration and evaluation and intangible assets	(214)	(69)
Fair valuation of Investments	3	2
Provision for Long and Short	(16)	(24)
Others	1	1
Deferred Tax (Assets)/Liability	**(227)**	**(90)**

NOTE 30: CORPORATE SOCIAL RESPONSIBILITY EXPENSES

(in Lacs)

The Company has spend a gross amount of 16 Lacs and 19 Lacs for the year ending March 31, 2019 and March 31, 2018 respectively.

Particulars	Year ended March 31, 2019		
	In- Cash/ Cheque	Yet to be Paid in Cash	Total
expenses including employee benefit expenses	16	-	16
Total amount spent	16	-	16

Particulars	Year ended March 31, 2018		
	In- Cash/ Cheque	Yet to be Paid in Cash	Total
expenses including employee benefit expenses	19	-	19
Total amount spent	19	-	19

NOTE 31: SEGMENT REPORTING

a. **Basis of Segmentation**

The Company is engaged in following reportable segments:

i) Software Development

ii) Wind power generation

iii) Learning Solution

Segregation of capital employed between segments (except wind power generation segment, wherein the capital employed is Rs. 1,608 lacs) is not practicable as most of the fixed assets and liabilities are not identifiable with particular segments and are used interchangeably.

Each of the reportable segments derives its revenues from it's main products and hence these have been identified as reportable segments by the Company's management. Segment profit amounts are evaluated regularly by the management, which is regularly engaged, in deciding how to allocate resources and in assessing performance.

Information about reportable segments

I. Information about primary segments (in Lacs)

Particulars	Year ended March 31, 2019			Year ended March 31, 2018		
	Business Segment	Unallocated	Total	Business Segment	Unallocated	Total
Revenue						
Software	282	-	282	401	-	401
Learning	5997	-	5997	4,028	-	4028
Wind Power	180	-	180	141	-	141
Segment revenue	**6459**	**-**	**6459**	**4,570**	**-**	**4,570**
Expenses						
Software	234		234	302		302
Learning	5975		5975	4,074		4,074
Wind Power	135		135	115		115
Segment Expense	**6344**		**6344**	**4,491**		**4,491**
Segment Results						
Software	48		48	99		99
Learning	22		22	(46)		(46)
Wind Power	45		45	26		26
Segment Results	**115**		**115**	**79**		**79**
Less: expenses		30	30		30	30
Add: Interest income						
Add: Other unallocable income		548	548		378	378
Profit before tax and exceptional items			633			427
Less: Exceptional item			-			-
Profit before tax			633			427
Tax expenses		91	91		131	131
Other Comprehensive income		13	13		12	12
Profit for the year			**555**			**308**

II. Information Based on Geography (in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue by geographical segment		
India	6859	4,672
USA	148	276
Total	**7007**	**4,948**

Reconciliation between segment revenue and enterprise revenue (In Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Segment Revenue		
Software	282	401
Learning	5997	4,028
Wind Power	180	141
Total Segment Revenue	**6459**	**4,570**
Enterprise Revenue		
Revenue from operations	7007	4,948
Less: Other operating revenues	(548)	(378)
Add: Export Incentives		
Total Segment Revenue	**6459**	**4,570**

NOTE 32: FINANCIAL INSTRUMENTS

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies including the criteria for recognition the basis of measurement and the basis on which income and expenses are recognized.

Financial assets and liabilities:

The accounting classification of each category of financial instruments, and their Carrying amounts, are set outbelow:

Particulars	Fair Value through profit and loss	Amortized Cost	Total carrying value	Total fair value
As at March 31, 2019				
Financial assets				
Cash and cash equivalents	-	795	795	795
Other bank balances	-	3,086	3,086	3,086
Non-Current investment	90	17	107	107
Trade receivables	-	6528	6528	6528
Other Current financial assets	-	66	66	66
Other Non-current financial assets	-	861	861	861
Total	**90**	**11353**	**11443**	**11443**
Financial liabilities				
Borrowings	-	503	503	503
Trade payables-SME	-	1	1	1
Trade payables- other than SME	-	643	643	643
Other Non-current financial liabilities	-	65	65	65
Other current financial liabilities	-	728	728	728
Total	**-**	**1940**	**1940**	**1940**
As at March 31, 2018				
Financial assets				
Cash and cash equivalents	-	1,168	1,168	1,168
Other bank balances	-	2,138	2,138	2,138
Non-Current investments	61	16	77	77
Trade receivables	-	5482	5482	5482
Other Current financial assets	-	32	32	32
Other Non-current financial assets	-	-	-	-
Total	**61**	**8836**	**8897**	**8897**

(in Lacs)

Particulars	Fair Value through profit and loss	Amortized Cost	Total carrying value	Total fair value
Financial liabilities				
Borrowings	-	281	281	281
Trade payables-SME	-	1	1	1
Trade payables- other than SME	-	672	672	672
Other Non-current financial liabilities	-	53	53	53
Other current financial liabilities	-	37	37	37
Total	**-**	**1044**	**1044**	**1044**

Notes-

The company has reclassified trade receivables and trade payables from fair value through profit & loss to amortized cost as the same was required for appropriate disclosure of item, accounting impact of the same has been adjusted in the figures from the earliest period presented in the financial statements.

The management assessed that Cash and cash equivalents, other bank balances, Trade receivables, Trade payables, other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

Fair value hierarchy

The table shown below analyses financial instruments carried at fair value, by measurement hierarchy. The different levels have been defined below:

- **Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities**
- **Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)**
- **Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)**

Financial Assets	Level-1	Level-2	Level-3
As at March 31, 2019			
At fair value through profit and loss			
Non Current investment	89	-	473
Total	**89**	**-**	**473**
Financial Liabilities			
Fair value of liabilities carried at amortised cost			
Borrowings	-	-	503
Total	**-**	**-**	**503**
As at March 31, 2018			
Financial Assets			
At fair value through profit and loss			
Non Current investment	59	-	912
Total	**59**	**-**	**912**
Financial Liabilities			
Fair value of liabilities carried at amortised cost			
Borrowings	-	-	281
Total	**-**	**-**	**281**

Risk management framework

INTRODUCTION

The Securities and Exchange Board of India (“SEBI”) issued the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) on September 02, 2015, effective from December 01, 2015. The Regulation 21 mandate listed entities to formulate a Policy on Risk Management. It is in the context that the Policy on Risk Management (“Policy”) is being framed and implemented from 11.02.2016 and approved by the Board.

This Policy is modified and/or amended with the approval of the Board of directors as on 18.05.2019.

OBJECTIVE & PURPOSE OF POLICY:

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The specific objectives of the Risk Management Policy are:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.

Treasury management

The Company has a strong system of internal control which enables effective monitoring of adherence to Company's policies. The internal control measures are effectively supplemented by regular internal audits.

Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk, currency risk and commodity risk.

The sensitivity analyses given elsewhere in the following sections relate to the position as at March 31, 2019 and March31, 2018

Financial risk

The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest and pricing through proven financial instruments.

a. Liquidity risk

The Company requires funds both for short-term operational needs as well as for long-term investment programme mainly in growth projects. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short- term as well as in the long-term.

The Company remains committed to maintaining a healthy liquidity, gearing ratio and strengthening the balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligations of the Company.

(in Lacs)

Payment due by years	<1 year	1-2 Years	2-5 Years	> 5 Years	Total
As at March 31, 2019					
Trade and other payables	1,032	265	65	577	1,940
Total	**1,032**	**265**	**65**	**577**	**1,940**
As at March 31, 2018					
Trade and other payables	414	-	53	577	1,044
Total	**414**	**-**	**53**	**577**	**1,044**

The company had access to following funding facilities. (in Lacs)

Funding facility	Total facility	Drawn	Undrawn
As at March 31, 2019			
Less than 1 year	1155	260	895
More than 1 year	-	-	-
Total	**1155**	**260**	**895**
As at March 31, 2018			
Less than 1 year	787	76	711
More than 1 year	-	-	-
Total	**787**	**76**	**711**

b. Foreign Exchange Risk

Fluctuations in foreign currency exchange rates may have an impact on the Statement of Profit and Loss, where any transaction references more than one currency other than the functional currency of the Company.

The company during the year is not prone to any exchange risk as it has not entered in any foreign exchange contracts the difference in exchange rates on outstanding balance of subsidiary has been duly accounted for through statement of profit and loss.

c. Interest Rate Risk

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

The exposure of the Company's financial assets to interest rate risk is as follows:

(in Lacs)

Particulars	Total	Floating rate	Fixed rate	Non-interest bearing
As at March 31, 2019				
Financials assets	**11,443**	89	3935	7,419
Financial liabilities	**1,940**	-	503	1,437
As at March 31, 2018				
Financials assets	**8,897**	59	3,306	5533
Financial liabilities	**1,044**	-	281	763

d. Counterparty and concentration of credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient security, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for receivables, cash and cash equivalents, short-term investments etc. Credit risk on receivables is limited as almost all credit sales are against letters of credit and guarantees of banks of good financial repute. No single customer accounted for 10% or more of revenue on % basis in any of the years indicated. The Company is mainly engaged in projects awarded from government of Rajasthan and derives it's key revenue from these projects.The company in future expects negligible credit risk hence has not impaired any financial instruments regarding the same.

Derivative financial instruments

The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. The Company does not enter into complex derivative transactions to manage the treasury and commodity risks. The company is not enrolled in any hedging contracts and is not party to any derivative financial instruments either directly or indirectly through any party.

NOTE 33: RELATED PARTY DISCLOSURES

A. List of Related Parties:

(i) Parties where control exists: Subsidiary Companies:

- ITneer Inc. (till December 31, 2018)
- CSL Infomedia Private Limited

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

a) Key Management Personnel:

- Mr. Surendra Kumar Surana, Managing Director
- CA Sanjeev Nigam, Chief Financial Officer
- CS Swati Jain, Company Secretary

b) Enterprises over which the key management personnel exercise 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
- Surana Associates Inc.

(iii) Others:

- Mrs. Trishla Rampuria (Relative of Key Managerial Personnel)
- Mr. Ajay Kumar Surana, Director
- Mr. Shubh Karan Surana, Director

Transactions with related parties

The details of the related party transactions entered into by the Company, for the year ended March 31, 2019 and March 31, 2018 are as follows;-

Nature of transactions	For the year ended March 31, 2019	For the year ended March 31, 2018
Services Rendered		
ITneer Inc.	121	276
CSL Infomedia Private Limited	17	-
Other Related parties	28	-
Total	**166**	**276**

(In Lacs)

	For the year ended March 31, 2019	For the year ended March 31, 2018
Rent from Property		
Rent from CSL Infomedia Pvt. Ltd.	2	2
Rent from key Managerial Persons	4	4
Rent from Enterprises in which KMP has significant influence	-	1
Rent from Other Related parties	1	-
Total	**7**	**7**
Nature of transactions		
Services Received		
CSL Infomedia Pvt. Ltd.	309	343
Key Managerial person or their relatives		1
Entities with significant influence over the entity	30	30
Other Related parties	0.33	-
Total	**339**	**374**
Dividend paid		
Key Managerial person or their relatives	2	2
Entities with significant influence over the entity	55	55
Other Related parties	1	1
Total	**58**	**58**
Other Expenses and other reimbursements		
Remuneration to Key managerial Person	28	26
Rent Paid to Entities with significant influence over the entity	2	2
Rent Paid to Other Related parties	5	5
Interest paid to Enterprises in which KMP has significant influence	-	1
Total	**35**	**34**
Purchase of Asset from Entities with significant influence over the entity	26	-
Total	**26**	**-**
Loan taken and Repaid during the year		
Compucom Technologies Private Limited	-	124
Total	**-**	**124**
Donations to Entities with significant influence over the entity	20	30
Total	**20**	**30**
Disinvestment of Entities with significant influence over the entity	764	-
Total	**764**	**-**

1) All the transactions entered by the company with the related parties are at arm's length Price.
The balances receivable/payable as at year end:

(in Lacs)

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Receivable From		
ITneer	28	58
Total	**28**	**58**
Payable To		
KMP Remuneration	1	1
Total	1	**1**

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

Annexure-X

FORM AOC -1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

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

Part "A": Subsidiaries

[Information in respect of each subsidiary to be presented with amounts in Rs. (In Lakhs except % of shareholding)]

1	Sl. No.	1	2
2	Name of the subsidiary	CSL Infomedia Private Limited	ITneer Inc.
3	The Date since when Subsidiary was acquired	13th November, 2010	24th July, 1999
4	Reporting period for the subsidiary concerned, if different from the holding Company's Reporting Period	31st March, 2019	31st December, 2018
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Indian Rupees	1 USD = 69.79
6	Share Capital	700	697.90
7	Reserves & surplus	350	82.27
8	Total Assets	1134	923.24
9	Total Liabilities	84	143.08
10	Investments	0.37	340.08
11	Turnover	590	278.31
12	Profit Before taxation	137	(80.09)
13	Provision for taxation	31	0.58
14	Profit after taxation	107	(79.51)
15	Proposed Dividend	0	0
16	Extent of shareholding (in percentage)	65	100

Notes:

1. **Names of subsidiaries which are yet to commence operations:** NIL
2. **Names of subsidiaries which have been liquidated or sold during the Year:** ITneer Inc. USA, wholly owned Subsidiary of the Company sold during the Year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Not Applicable

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary & Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

INDEPENDENT AUDITOR'S REPORT

To
The members of
M/s. **Compucom Software Limited**
Jaipur

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Compucom Software Limited (hereinafter referred to as "the Holding Company") and its subsidiaries listed in Annexure A (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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 Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI'), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

1	Accuracy of recognition, measurement of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)	We assessed the Company's process to identify the impact of adoption of the new accounting standard-Ind AS-115. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • The contracts of the revenue were tested with reference to the operating effectiveness of the internal controls, relating to performance obligations and determination of transaction price. The procedures applied included enquiry, observation and examination of evidences in respect of operation of these controls. • Evaluated the appropriateness of the disclosures provided under the revenue standards and assessed the completeness and accuracy of the relevant disclosures. • Relevant records in respect of revenue recorded for time and material contracts were tested with reference to time sheets, customer's acceptances, invoicing, trend of collection and reporting to the Government Authorities.
2.	Disinvestment of wholly owned foreign Subsidiary, namely, ITneer, Inc. (Loss of control as per Ind AS-110)	Our audit approach through substantive testing included examination of relevant agreements, review of CPA report in respect of book value of the equity of the subsidiary for determining the consideration, evaluation of foreign currency translation, evaluation of determination of profit on disinvestment, review of the relevant minutes of board meetings and filings with the RBI.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity 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 consolidated 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.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our

conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 purposes of our audit.

   (b) In our opinion, proper books of account 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, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

   (g) With respect to the matter to be included in the Auditors' Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

   (h) With respect to the other matters to be included in the Auditors' 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 as at 31 March 2019 on its financial position in its consolidated financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Sapra and Company
Chartered Accountants
FRN 003208C

CA. OM PRAKASH SAPRA
Proprietor
Membership No. 072372

Place: Jaipur
Date: May 18, 2019

Annexure A: List of entities consolidated for the year ended 31 March 2019

1. CSL Infomedia private limited
2. ITneer Inc.

Annexure B to the Auditor's Report

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of M/S Compucom Software Limited ('the Holding Company') and its subsidiary company incorporated in India, as at March 31, 2019 in conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2019..

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the company, its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the auditor of the Subsidiary company which is company incorporated in India, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Sapra and Company
Chartered Accountants
FRN 003208C

CA. OM PRAKASH SAPRA
Proprietor
Membership No. 072372

Place: Jaipur
Date: May 18, 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(in Lacs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current Assets			
a) Property, Plant and Equipment	5	1,484	2,628
b) Capitalwork-in-progress	5	434	114
c) Other Intangible Assets	6	6	7
d) Financial Assets			
i) Investment	7	107	410
i) Trade Receivables	8	843	843
iii) Other financial assets	9	896	-
e) Deferred tax assets(net)		219	84
f) Other non-current Assets	10	102	137
g) Non-Current Tax Assets		428	557
Total Non-current assets		**4,519**	**4,780**
Current assets			
a) Inventories	11	5	194
b) FinancialAssets			
i) Investments		-	-
ii) Trade receivables	9	5,756	4,733
iii) Cash and cash equivalents	12	1,126	1,490
iv) Other Bank balances	13	3558	2586
v) Other financial asstes	9	77	42
vi) Other		-	-
c) Other current Assets	10	421	1,279
d) Current tax Assets		920	587
Total Current assets		**11,863**	**10,910**
TOTAL		**16,382**	**15,690**
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	14	1,583	1,583
b) Other equity		11,214	11,033
Equity Attributable to Equity shareholders		**12,797**	**12,615**
Non Controlling Interest		367	330
Total Equity		**13,164**	**12,945**
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	18	265	-
ii) Trade payable other than micro and small enterprises	19	577	577
iii) Other financial liabilities	15	66	55
b) Provisions	16	70	79
c) Deferred Tax liabilities		-	-
d) Other non-current Liabilities	17	-	-
Total Non-current liabilities		**978**	**710**
Current liabilities			
a) Financial liabilities			
i) Borrowings	18	238	281
ii) Trade payables			
(iia) Total outstanding dues of micro and small enterprises	19	1	1
(iib) Total outstanding dues other than of micro and small enterprises	19	68	134
iii) Other financial liabilities	15	728	37
b) Other current Liabilities		158	383
c) Provisions	16	785	859
d) Current tax Liabilities		262	341
		2,240	**2,035**
TOTAL		**16,382**	**15,690**

See accompanying notes to financial statements.
As per our report of even date.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
Revenue from operations	20	6811	5174
Other income	21	435	470
Total Income		**7246**	**5644**
Expenses:			
Learning Solution Execution Expenses		842	768
Purchase of traded goods		3137	190
Changes in inventories of finished goods and work-in-progress	22	185	(190)
Employee benefits expense	23	731	806
Finance costs	24	200	102
Depreciation and amortization expense	25	930	1230
Other expenses	26	702	2006
Total expenses		**6728**	**4912**
Profit before exceptional item and tax		**518**	**732**
Exceptional item			-
Profit before tax		**518**	**732**
Tax expense :			
Current tax		256	477
Deferred tax credit		(136)	(283)
Earlier Years tax		0.27	0.49
Total tax expenses		**120**	**194**
Profit for the year		**397**	**538**
Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		20	19
(b) Tax benefit on items that will not be reclassified to profit or loss		(6)	(7)
B) Items that will be reclassified to profit or loss			
(a) Translation Difference			21
(b) Tax expenses on items that will be reclassified to profit or loss			(7)
Total other comprehensive income		**15**	**26**
Total comprehensive income for the year		**412**	**564**
Profit attributable to			
Owners of the Company		360	455
Non-controlling interests		37	83
Total Comprehensive income attributable to			
Owners of the Company		374	481
Non-controlling interests		38	83
Earnings per share (of Rs. 2 each)			
Basic earnings per share (Rs.)	27	0.47	0.61
Diluted earnings per share (Rs.)	27	0.47	0.61

See accompanying notes to ûnancial statements.
As per our report of even date.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra	Surendra Kumar Surana	Trishla Rampuria	CA Sanjeev Nigam	CS Swati Jain
Proprietor	Managing Director	Director	Chief Financial Officer	Company Secretary &
M. No. 072372	DIN: 00340866	DIN: 07224903	(CFO)	Compliance Officer
				M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES :			
Net profit before tax		518	732
Adjustments to reconcile profit to net cash provided by operating activities:			
Depreciation and amortization expense	25	930	1230
Interest expense	24	135	66
Interest income	21	(260)	(268)
Provision for Gratuity		12	25
Reclassification of FCTR		(98)	
Foreign Exchange difference		-	7
Net gain on investments measured at FVTPL		(5)	(7)
Loss / (Gain) on sale of fixed assets and investment (net)		(0.18)	6
Operating profit before working capital changes		**1232**	**1791**
Changes in assets and liabilities			
Decrease/(Increase) in Trade Receivables (Current and Non Current)		(1024)	(1023)
Decrease/(Increase) in Inventory		189	(190)
(Increase)/Decrease in Other current assets and non current assets		655	2173
Increase/(Decrease) in current and non current liabilities		338	(1155)
Cash generated from operations		**1389**	**1596**
Income taxes paid during the year		(341)	(419)
Net cash generated from operating activities		**1048**	**1177**
(B) CASH FLOW FROM INVESTING ACTIVITIES :			
Purchases of property, plant and equipment (including intangibles, CWIP and Capital Advances)		(526)	(183)
Interest received	21	260	268
Increase/(Decrease) in unpaid dividend and FDR having maturity more than 3 months		(972)	(18)
Purchase of share, mutual funds, current investments		(25)	(251)
Sale of share, mutual funds, current investments		333	-
Proceeds from sale of property, plant and equipment		421	1
Increase in FDRs having maturity more than 12 months		(896)	-
Net cash generated from investing activities		**(1405)**	**(183)**
(C) CASH FLOW FROM FINANCING ACTIVITIES :			
(Decrease)/Increase in Loan Funds		223	-
Interest paid	24	(135)	(66)
Dividend and tax paid thereon		(95)	(95)
Net cash used in financing activities		**(7)**	**(161)**
Net increase in Cash and cash equivalents		(364)	833
Cash and cash equivalents at the beginning of the year		1490	657
Cash and cash equivalents at the end of the year		**1126**	**1490**

See accompanying notes to financial statements.
As per our report of even date.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary & Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

A. EQUITY SHARE CAPITAL

Equity shares of Rs. 2 each issued, subscribed and fully paid	**Numbers of shares (in Lacs)**	**Amount (in Lacs)**
As at March 31, 2018 and March 31, 2019	791	1582

B. OTHER EQUITY

(in Lacs)

Particulars	Equity share Capital	Reserve and surplus				Other Comprehensive Income		Total Equity Attributable to Equity Shareholder	Total Equity Attributable to Non Controlling Interest
		Securities Premium Reserves	General Reserve	Capital Reserve	Profit and Loss Accounts	Foreign Currency translation Reserve	Actuarial Gains on defined benefit plans		
Balance as at the end of the year April 1, 2017	1583	1353	1485	212	7499	84	14	12229	247
Profit for the year					455	-	-	455	83
Change in value of Investment	-	-	-	-	-	-	-	-	-
Actuarial Gains on Liability	-	-	-	-	-	-	19	19	0.30
Foreign Currency translation during the year of continuing foreign operations	-	-	-	-	-	21	-	21	-
Dividend declared - Paid	-	-	-	-	(76)	-	-	(76)	-
Dividend distribution tax - Paid	-	-	-	-	(15)	-	-	(15)	-
Dividend declared - Unpaid	-	-	-	-	(3)	-	-	(3)	-
Dividend distribution tax paid on unpaid dividend	-	-	-	-	(1)	-	-	(1)	-
Tax Effect	-	-	-	-	-	(7)	(7)	(14)	(0.08)
Balance as at the end of the year March 31, 2018	1583	1353	1485	212	7859	98	27	12616	330
Profit for the year	-	-	-	-	360	-	-	360	37
Change in value of Investment	-	-	-	-	-	-	-	-	-
Actuarial Gains on Liability	-	-	-	-	-	-	19	19	0.77
Foreign Currency translation during the year of continuing foreign operations	-	-	-	-	-		-	-	-
Dividend declared - Paid	-	-	-	-	(78)	-	-	(78)	-
Dividend distribution tax - Paid	-	-	-	-	(16)	-	-	(16)	-
Dividend declared - Unpaid	-	-	-	-	(1)	-	-	(1)	-
Dividend distribution tax paid on unpaid dividend	-	-	-	-	(0.23)	-	-	(0.23)	-
Tax Effect	-	-	-	-	-		(5)	(5)	(0.22)
Reclassification of FCTR	-	-	-	-	-	(98)	-	(98)	-
Balance as at the end of the year March 31, 2019	1583	1353	1485	212	8124	-	42	12797	367

See accompanying notes to financial statements.

As per our report of even date.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

Note 01: COMPANY OVERVIEW

Compucom Software limited ('the Group') operates in areas like E-Governance projects, ICT Education Projects, software design & development, electronic media, IT & media training & learning Solutions, Wind Power generation etc.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Jaipur, Rajasthan, India. The Company has its primary listings on the BSE Limited, National Stock Exchange of India Limited and Calcutta stock exchange.

The financial statements are approved for issue by the Company's Board of Directors in its meeting held on May 18, 2019.

Note 02: BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Basis of preparation

These Consolidated financial statements are prepared on a going concern basis, in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for financial instruments which are measured at fair values or amortised cost at the end of each reporting period and the provisions of the Companies Act , 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with relevant rule of the Companies (Indian Accounting Standards) Rules, 2015.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Consolidated financial statements were approved for issue by the Board of Directors in its meeting held on May 18, 2019.

b) Use of estimates and judgement

(i) Use of estimates:

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income that are reported and disclosed in the financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Group may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used, but not limited to accounting for costs expected to be incurred to complete performance under service arrangements, allowance for uncollectible accounts receivables and unbilled revenue, accrual of warranty costs, income taxes, future obligations under employee benefit plans, the useful lives of property, equipment and intangible assets, impairment of property, equipment, intangibles and goodwill, valuation allowances for deferred tax assets, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Actual results could differ from those estimates.

(ii) Significant Judgement Contingencies:

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Group. Where it is management' assessment that the outcome cannot be reliably quantified or is uncertain, the claims are disclosed as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. While considering the possible, probable and remote analysis of taxation, legal and other claims, there is always a certain degree of judgment involved pertaining to the application of the legislation which in certain cases is supported by views of tax experts and/or earlier precedents in similar matters. Although there can be no assurance regarding the final outcome of the legal proceedings, the Group does not expect them to have a materially adverse impact on the group's financial position or profitability.

Note 03: BASIS OF CONSOLIDATION

CSL consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its controlled trusts and its subsidiaries. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions, including unrealized gain / loss from such transactions, are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

Note 04: SIGNIFICANT ACCOUNTING POLICIES

a) Fair value measurement

The Group measures financial instruments, such as, investment in securities and other assets wherever necessary at fair value at balance sheet date wherever necessary. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the market conditions and risks existing at each reporting period date. The methods used to determine fair value include available quoted market process and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

For financial assets and liabilities maturing within one year from balance sheet date which is not carried at fair value, the carrying amount approximate fair value due to the short maturity of these instruments.

b) Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non- current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Some line items presented in the financial statements have been reclassified under different heads and sub heads to encourage appropriate disclosure of information contained, begining from the earliest period presented in the financial statements.

c) Business combinations and intangible assets

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

d) Functional and presentation currency

The financial statements are prepared in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lacs.

e) Revenue recognition

1. Revenue from operations:-

The Group earns revenue primarily from E-Governance projects, ICT Education Projects, software design & development, electronic media, IT & media training & learning Solutions, Wind Power generation etc.

Effective April 1, 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Group has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the consolidated statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 3(d) – Significant accounting policies – Revenue recognition in the Annual report of the Group for the year ended March 31, 2018, for revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of adoption of the standard on the financial statements of the Group is insignificant.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognized on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- Revenue from the sale of distinct third party hardware is recognized at the point in time when control is transferred to the customer.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.
- Revenue from the sale of distinct internally developed software and manufactured systems and third party software is recognised at the point in time when the system / software is delivered to the customer. In cases where implementation and / or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.
- The solutions offered by the Group may include supply of third-party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross or net basis depending on whether the Group is acting as the principal or as an agent of the customer. The Group recognises revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

1. **Dividend:-**
   Dividend income is recognized in the statement of profit and loss only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

2. **Interest:-**
   Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, with reference to the principal outstanding and at the effective interest rate applicable.

   Use of significant judgements in revenue recognition

   - The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
   - Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Revenue for fixed-price contracts is recognised using percentage-of-completion method. The Group uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of the completion of the performance obligation.

f) Property, plant and equipment

(i) Property, plant and equipment at office and at site

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in the Statement of Profit and Loss.

Assets held for sale are carried at lower of their carrying value or fair value less cost to sell.

Property, plant and equipment are stated at cost comprising of purchase price and any initial directly attributable cost of bringing the asset to its working condition for its intended use, less accumulated depreciation (other than freehold land) and impairment loss, if any. Major machinery spares parts are capitalized when they meet the definition of Property, Plant and Equipment.

Repairs and maintenance cost are recognized in the Statement of Profits or Loss as incurred.

(ii) Capital work in progress (CWIP)

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized in CWIP until the period of commissioning has been completed and the asset is ready for its intended use.

(iii) Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property and other equipment has been provided on the straight-line method.

Based on technical evaluation, the management believes that the useful lives as given below best represent the period over which the management expects to use the asset.

Assets	Useful life in years
RCC buildings	60
Solar Power Equipment	15
Computers and dataprocessing equipment	3
Machinery for power project	22
Machinery	15
Office equipment	5
Furniture and fixtures	10
Intangible Asset (Software Licence)	10
Vehicles	8

The useful lives of the above assets are in line with the useful lives as prescribed under Part C of schedule II of the Companies Act, 2013, The management believes that these estimated useful lives are realistic and reflect fair apportionment of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(iv) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortized over their estimated useful life.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

(v) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs than an entity incurs in connection with the borrowings of the funds.

(vi) Impairment of non-financial assets

Impairment charges and reversals are assessed at the level of cash-generating units. A cash-generating unit (CGU) is the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment tests are carried out annually for assets when there is an indication of impairment. The Group conducts an internal review of asset values annually, which is used as a source of information to assess for any indications of impairment or reversal of previously recognized impairment losses. External factors, such as changes in expected future prices, costs and other market factors are also monitored to assess for indications of impairment or reversal of previously recognized impairment losses.

If any such indication exists then an impairment review is undertaken, the recoverable amount is calculated, as the higher of fair value less costs of disposal and the asset's value in use.

Fair value less costs of disposal is the price that would be received to sell the asset in an orderly transaction between market participants and does not reflect the effects of factors that may be specific to the entity and not applicable to entities in general.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. The cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

The carrying amount of the CGU is determined on a basis consistent with the way the recoverable amount of the CGU is determined.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

Any reversal of the previously recognized impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized. During the current year the recoverable amount as determined by the management are greater than the carrying amount hence no impairment of Assets is done.

(vii) Financial instruments

Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date. The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

SUBSEQUENT MEASUREMENT

(a) Non-derivative financial instruments

(i) Cash and Cash Equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(ii) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

(iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

(v) Financial liabilities

Financial liabilities are subsequently carried at amortised cost as they will be settled within the current year. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments, hence no discounting for the same is necessary.

Financial assets - derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass- through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Impairment of financial assets

The Group measures loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss. The classification of trade receivables in terms of expected realization has been done by the management based on the past experience of the management.

Financial liabilities – recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and other financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit or loss & other comprehensive income**

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

  Gains or losses on liabilities held for trading are recognized in the profit or loss.

- Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTOCI, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the Statement of Profit and Loss. The Group has not designated any financial liability as at fair value through other comprehensive income.

Financial liabilities - derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(b) Derivative financial instruments and hedge accounting

The Group currently does not have any derivative financial instruments wheather short term or long term as well as the Group is not enrolled in any hedging contracts.

(c) Inventories

Inventories are valued at the lower of cost and net realizable value.

Net realizable value is determined based on estimated selling price, less further costs expected to be incurred to completion and disposal.

(d) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Group are broadly categorised into employee benefit expenses, Learning Solution Execution Expenses, Finance Costs, depreciation and amortisation and other expenses. Employee benefit expenses includes salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Other expenses mainly include fees to external consultancy expenses, travel expenses, communication expenses, bad debts and advances written off, Rent and Facility Support, Insurance expenses and other expenses. Other expenses is an aggregation of costs which are individually not material such as News Paper & Magzines, Demat Expenses, Postage & Telegram, entertainment, etc.

(e) Taxation

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided, using the balance sheet method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re- assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(f) Retirement and other Employee benefit schemes

i. Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages and performance incentives which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

ii. Post-Employment Benefits Gratuity

The Group provides for gratuity, a defined benefit retirement plan (‘the Gratuity Plan’) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment with the Group.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Group fully contributes all ascertained liabilities to the Gratuity Fund.

The Group recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability.

Gains and losses through remeasurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effects of any plan amendments are recognized in net profit in the Statement of Profit and Loss.

Provident Fund

The Group benefits to its employees, under provident fund. The Group and employees contribute at predetermined rates to fund which is accounted on accrual basis. The contribution towards provident fund is recognized as an expense in the Statement of Profit and Loss.

(g) Provisions and Contingent liabilities

I. General

Provisions are recognized when the group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre- tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

II. Restoration, expenses and handover costs:

Provision is made for costs associated with restoration, expenses & handover of projects as soon as the obligation to incur such costs arises. Such costs are on estimate basis and they are normally incurred as and when the event probable to the outlow of economic benefits takes shape. The costs are estimated on the basis of various reports and estimates made by the competent personnel present and the sites and after due verification and also are based on the amounts as prescribed in the contracts entered on earlier. The provision made for various expenses has been estimated to such extent as required to settle the obligations. The management estimates that the settlement of the provisions will be done in current year and hence no discounting is necessary.

(h) Foreign currency translation

The functional currency for the CSL and Infomedia is determined as the currency of the primary economic environment in which it operates. For CSL and Infomedia, the functional currency is the local currency of the country in which it operates, which is Indian Rupee. The Functional currency of ITNEAR INC is US Dollar.

In the financial statements of the Group, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined. Statement of profit and loss of such entities has been translated using weighted average exchange rates.

All exchange differences are included in the Statement of Profit and Loss except any exchange differences on translation of foreign operation of ITneer Inc, which are recognized in the other comprehensive income as a part of foreign currency translation reserve.

Transactions Relating to Foreign Exchange Earnings & Outgo are specified below;-

(In Lacs)

Particulars	F.Y 2018-19	F.Y 2017-18
CIF Value of imports	-	-
Other Expenses	-	-
FOB Value of exports	148.24	275.80

(i) Earnings per share

The Group presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the comprehensive income attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

(j) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief financial Officer i.e. CEO. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses which are not allocable to segments on a reasonable basis, are included under “Unallocated revenue/ expenses “. It is practically not possible for the group to ascertain segmental assets and liabilities with proper accuracy due to the location and swap use of assets and some liabilities despite management’s constant effort.

(k) Cash dividend to equity shareholders of the Group

The Group recognizes a liability to make distribution to equity shareholders of the Group when the distribution is authorized and it is no longer at the discretion of the Group. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholders’ approval. Dividends are paid in Indian Rupees.

Dividend Remitted in Foreign Currency;-

Particulars	F.Y 2018-19	F.Y 2017-18
Amount (Rs. In lacs)	.507 (F.Y 2017-18)	1.07 (F.Y 2016-17)
No. Of shareholders (in whole numbers)	9	10
No of Shares (in lacs)	5.07	10.07

(l) Disposal of investment in wholly owned subsidiary

On December 31, 2018, the Board of Directors of Compucom software limited authorized the Company to execute a Business Transfer Agreement and related documents with Surana associates, to transfer the business of ITneer Inc. to Surana associates, subject to securing the requisite regulatory approvals for a consideration based on an independent valuation. Subsequently, on March 15, 2019, the Company entered into a business transfer agreement to transfer the business for a consideration of US$ 1117882 (‘ 7.64 crore) and the transfer was effective retrospectively from December 31, 2018. . The resulting accounting adjustments have been appropriately disclosed in the financial statements and the resulting gain or loss on disposal has been calculated as follows:

Particulars	Amount
A) Sales consideration	76,387,672
B) Net assets as on 31st March, 2018	78,922,896
C) Profit/(loss) from 01 April, 2018 to 31 December, 2018	(8,571,607)
D) Net assets as on 31 December, 2018(B+C)	70,351,289
E) Reclassification of Foreign currency translation reserve	97,83,427
Gain on sale of wholly owned subsidiary (A-D+E)	**1,58,19,810**

(m) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Group has not applied as they are effective for annual periods beginning on or after April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Group does not expect this amendment to have any impact on its financial statements.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

(1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty

(2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount

(3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Group does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation
The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments.

The Group does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement
The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling.

The Group does not expect this amendment to have any impact on its financial statements.

Ind AS 23 – Borrowing Costs
The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings.

The Group does not expect this amendment to have any impact on its financial statements

Ind AS 28 – Long-term Interests in Associates and Joint Ventures
The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied.

The Group does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements
The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business.

The Group does not expect this amendment to have any impact on its financial statements

Note 05: PROPERTY, PLANT AND EQUIPMENT

(in Lacs)

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Other Assets	Office Equip-ments	Other assets of foreign operation	Power Plants	Total
At Cost As at April 1, 2017	272	633	15286	1376	85	55	35	-	1723	19465
Additions	-	25	36	2	6	-	-	-	-	69
Disposals	8	-	-	-	6	-	-	-	-	13
Adjustments/translation difference	-	-	-	-	-	-	-	-	-	-
As at March 31, 2018	264	658	15322	1378	85	55	35	-	1723	19520
Additions	26	0	168	8	24	-	-	-	-	226
Disposals	143	338	9133	1298	4	-	-	-	-	10916
Adjustments/translation difference	-	-	-	-	-	-	-	-	-	-
As at March 31, 2019	147	320	6358	88	104	55	35	-	1723	8830
Accumulated depreciation										
As at April 1, 2017	-	150	13452	1107	69	14	21	3	856	15671
Depreciation charge for the year Disposals/ adjustments	-	13	988	144	4	1	3	-	77	1229
Disposals	-	-	-	-	5	-	-	3	-	8
Adjustments/translation difference	-	-	-	-	-	-	-	-	-	0
As at March 31, 2018	-	163	14440	1251	68	15	23	-	932	16892
Depreciation charge for the year	-	12	747	87	5	1	-	-	77	929
Disposals	-	93	9133	1266	4	-	-		-	10495
Adjustments/translation difference	-	-	-	-	-	-	-	-	-	-
As at March 31, 2019	-	82	6054	72	69	16	23	-	1009	7326
Net Book Value										
As at March 31, 2018	264.4	495	882	127	17	40	12	0	791	2628
As at March 31, 2019	147	238	304	16	35	39	12	-	714	1504

(in Lacs)

Carrying amount of	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
Capital work in progress	414	114	-

Note 06: INTANGIBLE ASSETS

(in Lacs)

Particulars	Computer Software	Marketing rights	Intangible Asset	Licenses and Franchise	Total
At Cost As at April 1, 2017	**169**	**80**	**3**	**21**	**273**
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at March 31, 2018	**169**	**80**	**3**	**21**	**273**
AdditionsDisposals	-	-	-	-	-
As at March 31, 2019	**169**	**80**	**3**	**21**	**273**
AmortizationAs at April 1, 2017	**169**	**80**	**0.08**	**16**	**265**
Charge for the year	-	-	0.34	1	1
Adjustments/Deduction	-	-	-		
As at March 31, 2018	**169**	**80**	**0.42**	**17**	**266**
Charge for the year			0.34	1	1
As at March 31, 2019	**169**	**80**	**0.76**	**18**	**267**
Net Book Value					
As at March 31, 2018	-	-	3	4	7
As at March 31, 2019	-	-	3	3	6

Note 07: INVESTMENTS (Non Current)

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Financial assets measured at Amortized Cost		
Investment in National saving certificate	17	16
Investment in E-Trade bonds	-	333
Financial assets measured at fair value through profit and loss		
Investment in mutual funds-quoted	88	58
Investment in Equity Instruments Quoted	1	1
Investment in Equity Instruments Unquoted	1	2
Investments measured at cost		
Total	**107**	**410**
Aggregate amount of quoted investment	**89**	**59**
Market value of quoted investment	**89**	**59**
Aggregate amount of unquoted investment	**1**	**2**

Note 08: TRADE RECEIVABLES

Non-Current:		
Unsecured, considered good	843	843
Unsecured, considered doubtful		
Provision on doubtful debts		
Total	**843**	**843**
Current:		
Unsecured, considered good	5756	4,733
Unsecured, considered doubtful	-	-
Provision on doubtful debts	-	-
Total	**5756**	**4,733**

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Note 09: OTHER FINANCIAL ASSETS		
Non-Current:		
Bank deposits with more than 12 months maturity from the date of Balance Sheet	896	-
Total	**896**	**-**
Current:		
Interest accrued but not due	77	42
Total	**77**	**42**
Note 10: OTHER ASSETS		
Non-current		
Unsecured, considered good		
Security Deposits	102	102
Service Tax	-	35
Total	**102**	**137**
Current		
Unsecured, considered good		
For Supply of Goods and Services	28	14
Prepaid Expenses	45	112
Accrued Income	247	1113
Advances to Employees- Salary Advance	12	9
Advances against Government Dues	55	29
Security Deposits	35	2
Total	**421**	**1279**
Note 11: INVENTORIES		
Lower of cost or net realizable value		
a. Raw material	-	-
b. Work in progress	-	-
c. Finished goods	5	194
Total	**5**	**194**
Note 12: CASH AND CASH EQUIVALENTS		
Balances with banks and Deposits with original maturity of less than 3 months	1045	1307
Cheques, drafts on hand	71	182
Cash on hand	10	1
Total	**1126**	**1490**
Note 13: OTHER BANK BALANCES		
Fixed deposits having maturity more than 3 months but not more than 12 months	3544	2571
Earmarked unpaid dividend accounts	14	15
Total	**3558**	**2586**

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
NOTE 14: EQUITY SHARE CAPITAL		
A. Authorized equity share capital		
Equity Share of Rs. 2 each	2000	2,000
No. of Shares (In Lacs)	1000	1000
B. Issued, subscribed and paid up		
Equity Share of Rs. 2 each	1583	1583
No. of Shares (In Lacs)	791	791
C. Details of shareholders holding more than 5% shares in the Company		
Rishab Infotech Private Limited		
No. of Shares (In Lakhs)	165	172
% of Holding	20.84%	21.76%
Sambhav Infotech Private Limited		
No. of Shares (In Lakhs)	199	199
% of Holding	25.15%	25.15%
Compucom Technologies Private Limited		
No. of Shares (In Lakhs)	177	144
% of Holding	22.40%	18.22%

Terms/Rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 2 per share. Each equity shareholder is eligible for one vote per share held. Each equity shareholder is entitled to dividend as and when declared by the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholders' approval. Dividends are paid in Indian Rupees.

Note 15: OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Non-current:		
EMD/ SD from Vendors	66	55
Total	**66**	**55**
Current:		
Current maturities of Long-Term debts	709	22
Unpaid dividends	14	15
Interest accrued but not due on borrowings	5	1
Total	**728**	**37**

Note 16: PROVISIONS

Non-Current (in Lacs)

Particulars	Provision for Gratuity	Total
As at April 1, 2017	**73**	73
Addition during the year	6	6
Utilized	-	-
As at March 31, 2018	**79**	79
Addition during the year	3	3
Utilized	12	12
As at March 31, 2019	**70**	70

The provision for Gratuity represents the Company's best estimate of the costs which will be incurred in the future to meet the obligations under the laws of the Gratuity Act 1972. The principal gratuity cost that the company will be required to pay on fulfillment of certain conditions based on actuarial valuation.

Current		(in Lacs)
Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Provision for gratuity	3	3
Provision for Projects Execution Expense Refer note 16A)	782	856
Total	**785**	**859**

Note 16-A: Provision for Projects Execution Expense (in lacs)

Particulars	Prov. For CALP and CATP	Prov. For ICT-1 and ICT-3	Prov. For ICT-3	Prov. For ICT - BIhar	Prov. For ICT – 4	Total
As at March 31, 2017	**31**	**586**	**73**	**137**	**-**	**827**
Addition during the year	57	10	554	154	-	775
Utilized	40	98	538	69	-	745
As at March 31, 2018	**48**	**498**	**89**	**222**	**-**	**857**
Addition during the year	-	-	326	33	418	777
Utilized	48	75	304	144	280	851
As at March 31, 2019	**-**	**423**	**111**	**111**	**138**	**783**

Note 17: OTHER LIABILITIES (in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Income received in advance	-	43
Statutory and other liabilities	112	166
Provision for Expenses	13	121
Rental Deposits	-	2
Salary & Reimbursements	33	51
Total	**158**	**383**

Statutory and other liabilities include majorly the dues to government like GST payable etc.
Unpaid dividends represent the dividends not paid before they are transferred to investor education and protection fund.

Note 18: BORROWINGS (in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Term Loan	265	**0**
Total	**265**	**0**
Current		
Other Bank credits	238	281
Total	**238**	**281**

The term loan above comprise of loan sanctioned by SBI during the F.Y 2018-19 of Rs 1100 Lacs out of which the company has availed loan of Rs 250 Lacs till the close of current reporting period. The effective interest rate of the said loan comes to 10.25% and the repayment of loan will commence from August, 1 2020 as per the sanction letter. The repayment schedule of the said loan is as follows:-

Start date	End date	Repayment/ moratorium	Period	No of Installments	Installment Amount	Total repayment amount
01-8-2018	31-07-2020	Moratorium	Waived	0	0	0
01-8-2020	31-12-2020	Repayment	Monthly	5	10	50
01-1-2021	31-12-2027	Repayment	Monthly	84	11	924
01-1-2028	31-07-2028	Repayment	Monthly	7	18	126
			Total	**96**		**1100**

Note 19: TRADE PAYABLES

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Trade Payables	577	577
Total	**577**	**577**
Current		
Total outstanding dues of micro and small enterprises	1	1
Total outstanding dues of creditors other than micro and small enterprises	68	134
Total	**69**	**135**

Note 20: REVENUE FROM OPERATIONS

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Sale of products	3667	141
Sale of Services	2909	4651
Advertisement services	194	186
Studio and Satellite education services	41	196
Total	**6811**	**5,174**
Note 21: OTHER INCOME		
Net gain on investments measured at FVTPL	-	2
Gain on disposal of ITneer Inc.	156	-
Interest Income	260	268
Other non-operating income	17	200
Total	**435**	**470**
Note 22: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Opening inventory		
Finished goods	190	4
Work in progress	-	-
Total	**190**	**4**
Closing inventory		
Finished goods	5	194
Work in progress	-	-
Total	**5**	**194**
Changes in Inventory	**185**	**(190)**
Note 23: EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	636	718
Contribution to provident and other funds	74	66
Contributions to Gratuity fund	19	20
Staff welfare expenses	2	2
Total	**731**	**806**
Note 24: FINANCE COSTS		
Interest expense on borrowings	135	66
B.G. Commission & Bank Charges	65	36
Total	**200**	**102**

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Note 25: DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on property, plant and equipments	929	1,229
Amortization on intangible assets	1	1
Total	**930**	**1,230**
Note 26: OTHER EXPENSES		
Advertisement and Publicity Expenditures	4	6
Remuneration to Auditors (refer note below)	4	3
Balances written off	25	1,312
Communication Expenditures	11	15
Consultancy Service	5	-
Corporate Social Responsibility (refer note 29)	2	5
Director's Sitting fees	1	2
Power , Fuel & Gas Expenses	1	-
Donations	25	32
Insurance Expenditure	19	9
Office & general Expenditures	122	111
Printing and Stationery	7	6
Rent and Facility Support	15	17
Repair and Maintenance Expenditure	48	27
Operation and Maintenance(Wind Power)	54	33
Vehicle Running and maintenance	9	6
Travelling and Conveyance Expenditures	22	20
Water and Electricity	24	22
Legal and professional	27	32
Interest on taxes	-	3
Data entry expenses	33	31
Patrakar Kalyan Kosh	1	2
Software & Licensing Fees	1	10
Other Deduction	2	-
Sub Contracting	13	56
Direct Expenses for satellite services	227	245
Total	**702**	**2,006**
Remuneration to auditors		
- Audit fees	3	3
- Other services	1	1
Total	**4**	**4**
Note 27: EARNINGS PER SHARE		
Basic earnings per share (Rs.)	0.47	0.61
Diluted earnings per share (Rs.)	0.47	0.61

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit after tax attributable to owners of the Company (in Lacs)	374	481
Earnings used in the calculation of basic earnings for the year (in Lacs)	374	481
Weighted average number of equity shares outstanding (in Lacs)	1583	1,583
Nominal Value per share	2	2

Note 28: CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
a. Contingent liabilities		
Guarantees issued by the banks (excluding Financial guarantee)	2,460	3,974
Service tax demands	449	464
Income tax demands	344	506
Others	116	64

There are the following Contingent liabilities:

Sr. No.	Nature of Contingent Liability	Amount (Rs. In Lacs)	Amount- Previous Year (Rs. In Lacs)	Remarks
1	Bank Guarantee Outstanding	2,460	3,974	Counter Guarantee given by the Company of the same amount.
2	Service tax demand for the FY 2011-12	449	11	During the financial year 2011-12, the company received an order from The Commissioner, Central Excise, Jaipur - I, to deposit service tax demand of Rs. 224.5 Lacs and penalty of Rs. 224.5 Lacs. Against this order an appeal was filed before The Customs, Excise, Service Tax Appellate Tribunal, New Delhi (CESTAT). During the financial year 2017-18, the Company has received an order from CESTAT, partly setting aside the impugned order. As per the order of CESTAT, penalty was waived, and the service tax demand was confined to Rs. 11 Lacs approx. However, the Commissioner of Central Goods and Service Tax and Central Excise has gone into appeal before Rajasthan High Court Bench, Jaipur, therefore the contingent liability of Rs 449 Lacs has been restated.
3	Service Tax Demand	-	249	During the year 2013-14, the company received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 124.5 Lacs and a penalty of Rs 124.5 Lacs for the period April 2008 to March 2011. Against this order company filed an appeal before CESTAT,New Delhi. The company deposited Rs 30 lacs against this demand. The company has received an order from CESTAT, New Delhi allowing theappeal. The company has further received an order dated 05.04.2019 from joint commissioner CGST department, Jaipur sanctioning refund of Rs. 30 Lacs.
4	Service Tax Demand	-	203	During the F.Y. 2014-15, company received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 68 Lakhs for the period October 2011 to March 2013, interest subject to a

Sr. No.	Nature of Contingent Liability	Amount (Rs. In Lacs)	Amount-Previous Year (Rs. In Lacs)	Remarks
				maximum of Rs. 68 Lakhs and a penalty u/s 76 and 77(2) of the Finance Act, 1994 subject to maximum of Rs. 68 lakhs. Against this order company filed an appeal before CESTAT, New Delhi. The company deposited Rs 5.08 lacs against this demand. The company has received an order from CESTAT, New Delhi allowing their appeal with consequential relief to company.
5	Provident Fund Demand by JVVNL (a Rajasthan State Government Electricity Company)	116	64	Following the directions of Rajasthan High Court in connection with a dispute between the company and JVVNL regarding PF dues a fixed deposit of Rs. 116 Lacs (P.Y Rs 64 Lacs) has been made by the company. The matter is still subjudice at Employees Provident Fund Appellate Tribunal. Whether this Fixed Deposit will remain with the company will depend on the outcome of decision of Employees Provident Fund Appellate Tribunal.
6	Income Tax Demand	-	6	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2006-07, the company has withdrawn the appeal before Commissioner of Income Tax (Appeals). As the company had taken the benefit of disallowance of 40(a)(ia) in later year. However, the said demand has been deposited and no liability is there now.
7	Income Tax Demand	-	29	Against the Penalty order passed u/s 271(1)(c) r.w.s 274 of the Income Tax Act, 1961 for the A.Y. 2007-08, the company has gone into appeal before Commissioner of Income Tax (Appeals), The company has received an order from Commissioner of Income Tax (Appeals) on 26.12.2018 allowing the appeal.
8	Income Tax Demand	-	34	Against the assessment order passed u/s 143(3)/147 of the Income Tax Act, 1961 for the A.Y. 2009-10, the Company has gone into appeal before Commissioner of Income Tax (Appeals).The said demand was due to some additions made in the income for that A.Y. and mismatch of TDS claimed by the company and TDS shown in Form 26AS for the relevant assessment year. The company has received an order from Commissioner of Income Tax (Appeals) on 26.12.2018 allowing the appeal.
9	Income Tax Demand	12	28	Income Tax Department has re-opened the case u/s 147 of the Act and passed assessment order with demand of Rs. 28 Lacs. Against the same order, the company went into appeal before Commissioner of Income Tax (Appeals).The appeal was partly allowed by Commissioner of Income Tax (Appeals). Now the company has gone into appeal before Income Tax Appellate Tribunal in respect of disallowance of depreciation on windmill amounting to Rs. 38 lacs which will have a contrary effect of Rs 12 Lacs.
10	Income Tax Demand	-	-	Previous year Income tax demand of Rs. 78 lacs in respect of A.Y 2011-12 was reflected as contingent liability. However, it was settled by an order of CIT(A) for most of the issues involved in favour of the company. Remaining demand of Rs. 10,78,630/- was deposited by the company during FY 2014-15. Therefore, previous year figure has been restated to Nil.

Sr. No.	Nature of Contingent Liability	Amount (Rs. In Lacs)	Amount- Previous Year (Rs. In Lacs)	Remarks
11	Income Tax Demand	319	319	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2012-13, the company has gone into appeal before Commissioner of Income Tax (Appeals). The same is still pending. However, the total demand has been adjusted by the department against the refund receivable for the A.Y. 2013-14 and A.Y. 14-15.
12	Income Tax Demand	2.62	119	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2013-14, the company had gone into appeal before Commissioner of Income Tax (Appeals). The total demand has been adjusted by the department against the refund receivable for the A.Y. 2014-15. The CIT (Appeals) has partly allowed the appeal. Now the company has gone into appeal before Income Tax Appellate Tribunal in respect of CSR expenditures amounting to Rs. 9 lacs.
13	Income Tax Demand	10	-	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2016-17, the company has gone into appeal before Commissioner of Income Tax (Appeals), which is pending for disposal. The company has deposited 20% of the demand amounting to Rs. 2 lacs, the remaining Rs. 8 lacs is outstanding.

Note 29: RETIREMENT AND OTHER EMPLOYEE BENEFIT SCHEMES

a. Provident Fund

The Company offers its employees, benefits under defined benefit plans in the form of provident fund scheme which covers all employees. Contributions are paid during the year into Provident Fund. Both the employees and the Company pay predetermined contributions into the fund.

b. Employees State Insurance scheme

The Company offers its employees, benefits under defined benefit plans in the form of ESI scheme which covers all employees. Contributions are paid during the year into ESI Fund. Both the employees and the Company pay predetermined contributions into the fund.

c. Gratuity Plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, an employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member’s length of service and salary at retirement age.

The following tables set out the funded status of the gratuity plans and the amounts recognized in the financial statements:-

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Principal actuarial assumptions		
Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows:		
Financial Assumptions		
Discount rate	7.70%	7.70%
Expected rate of increase in compensation level of covered employees	7.0%	7%
Demographic Assumptions		
i) Retirement Age (Years)	60	60
ii) Mortality rates inclusive of provision for disability	100% of IALM (2006 - 08)	

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Amount recognized in the balance sheet consists of:		
Fair value of planned assets		-
Present value of defined benefit obligation	73	81
Net liability arising from defined benefit obligation	**(73)**	**(81)**
The movement during the year of the present value of the defined benefit obligation was as follows:		
Opening Balance	82	76
Service cost	16	19
Benefits paid	(11)	-
Interest cost	7	6
Actuarial loss on obligation	(20)	(19)
Closing Balance	**74**	**82**

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Amounts recognized in Statement of Profit and loss in respect of defined benefit plan are as follows:		
Current service cost	16	19
Net Interest cost	7	6
Total charge to Statement of Profit and Loss	**24**	**25**
Amounts recognized in Other Comprehensive Income in respect of defined benefit plan are as follows:	-	-
Actuarial (Gain)/Loss arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss arising from Change in Financial Assumption		(3)
Actuarial (Gain)/Loss arising from Experience Adjustment	(20)	(16)
Loss on Plan assets (excluding amounts included in net interest cost)	-	-
Remeasurement of the net defined benefit liability	**(20)**	**(19)**
Expected contribution for the next Annual reporting period:		
Year 1 (undiscounted)	3	3
Year 2 (undiscounted)	3	3
Expected Expense for the next annual reporting period	**6**	**6**

Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Impact of change discount rate		
Increase by 1%	65	72
Decrease by 1%	83	93
Impact of change in salary increase rate		
Increase by 1%	83	93
Decrease by 1%	65	72
Impact of change in withdrawal rate		
Increase by 1%	73	82
Decrease by 1%	73	81

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one.another.as.some.of.the.assumptions.may.be.correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

Risk Analysis

The Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Interest Risk

A decrease in the interest rate on plan assets will increase the plan liability; however this will be partially offset by increase in the return on plan debt investment.

Longevity Risk/Life Expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary Growth Risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

Note 30: INCOME TAX EXPENSES

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
a. Tax charge recognized in Profit and Loss		
Current tax:		
Current tax on profit for the year & earlier years	256	477
Total Current tax & earlier Years	**256**	**477**
Deferred tax:		
Property, plant and equipment, Exploration and evaluation and intangible assets	(126)	(293)
Fair valuation of Investments	2	3
Provisions long and short	(11)	-
Adjustment in respect of MAT credits available	(0.16)	7
Adjustment in respect of brougt forward losses	-	-
Others	-	-
Total Deferred tax expenses	**(136)**	**(283)**
Tax expense for the year (net off deferred tax and current tax)	**120**	**194**
Effective income tax rate (%)	**27.82%**	**31.60%**
b. Statement of other comprehensive income tax (credit) / charge on:		
Acturial gain on remeasurements of defined benefit plan	20	19
Tax charge	(6)	(7)
Total	**15**	**12**
Translation differnce arising on conversion	-	21
Tax charge	-	(7)
Total	**-**	**14**

A reconciliation of income tax expense applicable to accounting profits before tax at the statutory income tax rate to recognized. Income tax expense for the year is as follows:

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A.) Accounting profit before tax (after exceptional item)	**518**	**732**
B.) Statutory income tax rate	27.82%	31.60%
C.) Tax at statutory income tax rate	**144**	**231**
D.) Disallowable expenses	973	464
E.) Fair valuation of Investments through FVTPL	(2)	(7)
F.) Tax holidays and similar exemptions	(86)	(108)
G.) Adjustments in respect of MAT	(34)	-
H.) Depreciation under income tax	(344)	(381)
I.) Adjustments Through OCI	(20)	(17)
J.) Adjustments disallowable	176	27
K.) Adjustments in respect of prior years	1	(80)
L.)Taxation adjustment for foreign operation	89	(16)
M.)Adjustments allowable	(831)	-
Total (A+C+D+E+F+G+H+I+J+K+L+M)*B	**122**	**194**

There are certain income-tax related legal proceedings which are pending against the company. Potential liabilities, if any have been adequately provided for and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters.

Tax Reliefs and Holidays

Special Business U/s.35 AD of the Income Tax Act

With effect from assessment year 2010-11, a new deduction u/s 35AD was. Introduced to provide incentive to those assesses who sets up new business units in certain specified Areas/ Fields. This deduction shall be available if following conditions are satisfied:

(1) A unit is set up in specified businesses.
(2) Unit of the specified business should be a new one.
(3) Books of the assessee are audited.

Compucom Software Limited has been begun the construction of a 3 star hotel which is covered in the above section and hence the comapny will enjoy the deduction of @ 100% of capital expenditure incurred in future years This deduction shall be allowed in the year in which this expenditure is incurred.

Deductions In Respect Of Profits And Gains From Industrial Undertakings Or Enterprises Engaged In Infrastructure Development

(section 80IA)

This section applies to any undertaking which fulfils all the specefied conditions. As generation or generation and distribution of power if it begins to generate power at any time during the period beginning on the 1st day of April, 1993 and ending on the 31st day of March, 2010. The Comapny has wind power generating units which are set up in 5 districts hence the company enjoys a tax holiday of 100% profits for a period of 15 years commencing from the year in which such generation begins. The company has 2 plants in sikar, 2 in jaiselmer and 1 in krishna, Andhra Pradesh.

Significant components of deferred tax assets and (liabilities) recognized in the balance sheet are as follows:

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Property, plant and equipment, Exploration and evaluation and intangible assets	(202)	(58)
Fair valuation of Investments	3	2
Provisions long and short	(20)	(26)
Adjustment in respect of MAT credits available	(0.49)	(3)
Adjustment in respect of brought forward losses		-
Others	1	1
Deferred Tax Assets (net)	**(219)**	**(84)**

Note 31: CORPORATE SOCIAL RESPONSIBILITY EXPENSES (in Lacs)

Particulars	Year ended March 31, 2019		
	In- Cash	Yet to be Paid in Cash	Total
Amount spent during the year on			
i) Depreciation and amortization			
ii) Other expenses	2	-	2
Total amount spent	**2**	**-**	**2**

Particulars	Year ended March 31, 2018		
	In- Cash	Yet to be Paid in Cash	Total
Amount spent during the year on			
i) Depreciation and amortization			
ii) Other expenses	5		5
Total amount spent	**5**		**5**

Note 32: SEGMENT REPORTING

a. Basis of Segmentation

The Group is engaged in following reportable segments:

i) Software Development
ii) Wind power generation
iii) Learning Solution
iv) Others (CSL Infomedia)

Revenue and expenses directly attributable to segment are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of appropriate cost drivers of the segment.

Segregation of capital employed between segments (except wind power generation segment, wherein the capital employed is Rs. 1,608 lacs) is not practicable as most of the fixed assets and liabilities are not identifiable with particular segments and are used interchangeably.

The following table presents revenue and profit information regarding the Company's business segments for the year ended March 31, 2019 and March 31, 2018.

b. **Information about reportable segments**

I. Information about primary segments **(in Lacs)**

Particulars	Year ended March 31, 2019			Year ended March 31, 2018		
	Business Segment	Unallocated	Total	Business Segment	Unallocated	Total
Revenue						
Software	417	-	417	622	-	622
Learning	5,979	-	5,979	4,028	-	4,028
Wind Power	180	-	180	141	-	141
Others	235	-	235	383	-	383
Segment revenue	**6,811**	**-**	**6811**	**5,174**	**-**	**5,174**
Expenses						
Software	465	-	465	584	-	584
Learning	5,957	-	5,957	4,074	-	4,074
Wind Power	135	-	135	115	-	115
Others	141	-	141	109	-	109
Segment Expense	**6,698**	**-**	**6,698**	**4,882**	**-**	**4,882**
Segment Results						
Software	**(48)**	**-**	**(48)**	**38**	**-**	**38**
Learning	**22**	**-**	**22**	**(46)**	**-**	**(46)**
Wind Power	**45**	**-**	**45**	**26**	**-**	**26**
Others	**94**	**-**	**94**	**274**	**-**	**274**
Segment Results	**113**	**113**	**292**	**-**		**292**
Add: Other unallocable Income		435	435	-	470	470
Less: Other unallocable Expenses	-	30	30	-	30	30
Profit before tax and exceptional items	-	-	518	-	-	732
Less: Exceptional item	-	-	-	-	-	-
Profit before tax	-	-	518	-	-	732
Tax expenses	-	-	121	-	-	194
Other Comprehensive Income	-	-	15	-	-	26
Profit for the year	-	-	**412**	-	-	**564**

II. Information based on Geography **(in Lacs)**

Geographical Segments	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue by geographical segment		
India	6981	5,087
USA	265	557
Total	**7246**	**5,644**
Reconciliation between segment revenue and enterprise revenue.		
Segment Revenue		
Software	417	622
Learning	5979	4,028
Wind Power	180	141
Others	235	383
Total Segment Revenue	**6,811**	**5,174**
Enterprise Revenue		
Revenue from operations	7246	5,644
Less: Other operating revenues	(435)	(470)
Add: Export Incentives	-	-
Total Segment Revenue	**6,811**	**5,174**

Note 33: FINANCIAL INSTRUMENTS **(in Lacs)**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized.

Financial assets and liabilities:

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

Particulars	Fair Value through profit and loss	Amortized Cost	Total carrying value	Total fair value
As at March 31, 2019				
Financial assets				
Cash and cash equivalents	-	1126	1126	1126
Other bank balances	-	3558	3558	3558
Investments	90	16	107	107
Trade receivables	-	6600	6600	6600
Other Current financial assets and loans	-	77	77	77
Other Non-current financial assets	-	896	896	896
Total	**90**	**12,273**	**12,363**	**12,363**
Financial liabilities				
Borrowings	-	504	504	504
Trade payables –SME	-	1	1	1
Trade payables- other than SME	-	645	645	645
Other Current financial liabilities	-	728	728	728
Other Non-current financial liabilities	-	66	66	66
Total	**-**	**1944**	**1944**	**1944**
As at March 31, 2018				
Financial assets				
Cash and cash equivalents	-	1,490	1,490	1,490
Other bank balances	-	2,586	2,586	2,586
Investments	-	-	-	-
Trade receivables	-	5,576	5,576	5,576
Other Current financial assets and loans	-	-	-	-
Other Non-current financial assets	394	58	452	452
Total	**394**	**9,710**	**10,104**	**10,104**
Financial liabilities				
Borrowings	-	281	281	281
Trade payables	-	712	712	712
Other Current financial liabilities	-	37	37	37
Other Non-current financial liabilities	-	55	55	55
Total	**-**	**1,085**	**1,085**	**1,085**

Notes-

The company has reclassified trade receivables and trade payables from fair value through profit & loss to amortized cost as the same was required for appropriate disclosure of item, accounting impact of the same has been adjusted in the figures from the earliest period presented in the financial statements.

The management assessed that Cash and cash equivalents, other bank balances, Trade receivables, Trade payables, other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

Fair value hierarchy

The table shown below analyses financial instruments carried at fair value, by measurement hierarchy. The different levels have been defined below:

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities
- **Level 2:** inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs)

(in Lacs)

Financial Assets	Level-1	Level-2	Level-3
As at March 31, 2019			
At fair value through profit and loss			
Non Current investment	89		18
Total	**89**		**18**
Financial Liabilities			
Fair value of liabilities carried at amortised cost			
Borrowings	503		503
Total	**503**		**503**
As at March 31, 2018			
Financial Assets			
At fair value through profit and loss			
Non Current investment	392	-	18
Total	**392**	**-**	**18**
Financial Liabilities			
Fair value of liabilities carried at amortised cost			
Borrowings	-	-	281
Total	**-**	**-**	**281**

Risk management framework

INTRODUCTION

The Securities and Exchange Board of India ("SEBI") issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') on September 02, 2015, effective from December 01, 2015. The Regulation 21 mandate listed entities to formulate a Policy on Risk Management. It is in the context that the Policy on Risk Management ("Policy") is being framed and implemented from 11.02.2016 and approved by the Board.

This Policy is modified and/or amended with the approval of the Board of directors as on 18.05.2019.

OBJECTIVE & PURPOSE OF POLICY:

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The specific objectives of the Risk Management Policy are:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.

Treasury management

The Company has a strong system of internal control which enables effective monitoring of adherence to Company's policies. The internal control measures are effectively supplemented by regular internal audits.

Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will flactuate because of changes in market prices. Market risk comprises interest rate risk, currency risk and commodity risk.

The sensitivity analyses given elsewhere in the following sections relate to the position as at March 31, 2019 and March 31, 2018.

Financial risk

The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest and pricing through proven financial instruments.

a. Liquidity risk

The Company requires funds both for short-term operational needs as well as for long-term investment programme mainly in growth projects. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short- term as well as in the long-term.

The Company remains committed to maintaining a healthy liquidity, gearing ratio and strengthening the balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligations of the Company.

(in Lacs)

Payment due by years	<1 year	1-2 Years	2-5 Years	> 5 Years	Total
As at March 31, 2019					
Trade and other payables	1035	265	66	577	1943
Total	**1035**	**265**	**66**	**577**	**1943**
As at March 31, 2018					
Trade and other payables	452	-	55	577	1,084
Total	**452**	**-**	**55**	**577**	**1,084**

The company had access to following funding facilities.

(in Lacs)

Funding facility	Total facility	Drawn	Undrawn
As at March 31, 2019			
Less than 1 year	1245	260	985
More than 1 year	-	-	-
Total	**1254**	**260**	**994**
As at March 31, 2018			
Less than 1 year	877	76	801
More than 1 year	-	-	-
Total	**877**	**76**	**801**

b. Foreign Exchange Risk

Fluctuations in foreign currency exchange rates may have an impact on the Statement of Profit and Loss, where any transaction references more than one currency other than the functional currency of the Company.

The company during the year is not prone to any exchange risk as it has not entered in any foreign exchange contracts the difference in exchange rates on outstanding balance of subsidiary has been duly accounted for through statement of profit and loss.

c. Interest Rate Risk

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

The exposure of the Company's financial assets to interest rate risk is as follows:

Particulars	Total	Floating rate	Fixed rate	Non-interest bearing
As at March 31, 2019				
Financials assets	12363	89	5491	6783
Financial liabilities	1943	-	503	1440
As at March 31, 2018				
Financials assets	9,218	59	4410	4749
Financial liabilities	1,047	-	281	766

d. Counterparty and concentration of credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient security, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for receivables, cash and cash equivalents, short-term investments etc. Credit risk on receivables is limited as almost all credit sales are against letters of credit and guarantees of banks of good financial repute.

The company as and when due has booked bad debts in the years of March 31, 2019 and March 31,2018 and the company in future expects negligible credit risk after estimating for current year bad debts and hence has not impaired any financial instruments regarding the same.

Derivative financial instruments

The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. The Company does not enter into complex derivative transactions to manage the treasury and commodity risks. The company is not enrolled in any hedging contracts and is not party to any derivative financial instruments either directly or indirectly through any party.

Note 34: RELATED PARTY

A. List of Related Parties:

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

a) Parties where control exists (Subsidiary company):

- ITneer Inc.
- CSL Infomedia Private Ltd.

b) Key Management Personnel:

- Mr. Surendra Kumar Surana, Managing Director
- CA Sanjeev Nigam, Chief Financial Officer
- CS Swati Jain, Company Secretary
- CS Heena Garg, Company Secretary

c) Entities with significant influence over the entity:

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

d) **Others related parties:**

- Mrs. Trishla Rampuria (Relative of Key Managerial Personnel)
- Mr. Ajay Kumar Surana, Director
- Mr. Shubh Karan Surana, Director
- Mr. Vaibhav Suranaa, Director of Subsidiary
- ITneer Inc.

Transactions with related parties

The details of the related party transactions entered into by the Company, for the year ended March 31, 2019 and March 31, 2018 are as follows;-

(in Lacs)

Nature of transactions	For the year ended March 31, 2019	For the year ended March 31, 2018
Rent of property		
Rent from Key Managerial Persons	4	4
Rent from Entities with significant influence over the entity	1	1
Total	**5**	**5**
Services Received		
Key Managerial person or their relatives	5	1
Entities with significant influence over the entity	30	30
Total	**35**	**31**
Dividend Paid		
Key Managerial person or their relatives	3	3
Entities with significant influence over the entity	56	55
Total	**59**	**58**
Other Expenses and other reimbursements		
Remuneration to key managerial person	30	28
Rent paid to Entities with significant influence over the entity	11	10
Rent paid to Key managerial person or their relatives	5	5
Service rendered to other related parties	28	-
Interest paid to Entities with significant influence over the entity	-	1
Water and Electricity expenses paid to Enterprises in which KMP has significant influence	1	-
Total	**75**	**44**
Purchase of Asset from Entities with significant influence over the entity	26	-
Total	**26**	**-**
Loan given and repaid during the year		
Compucom Technologies Private Limited	-	124
Total	**-**	**124**
Donations to Entities with significant influence over the entity	20	30
Total	**20**	**30**
Disinvestment	764	**-**
Total	**764**	**-**

1. All the transactions entered by the company with the related parties are at arm's length price.

The balances receivable/payable as at year end: (in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Receivable From		
Other Related Parties	28	-
Total	**28**	-
Payable To		
Key Management Personnel	1	1
Total	**1**	**1**

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements

Name of entity	Net assets		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	as % of consolidated net assets	Amount	as % of consolidated profit or loss	Amount	as % of consolidated other comprehensive income	Amount	as % of consolidated total comprehensive Income	Amount
Compucom Software Limited	95.5	12,569	94.7	376	86.67	13	94.4	389
Indian subsidiaries								
CSL Infomedia Pvt. Ltd	4.5	595	27.0	107	13.33	2	26.5	109
Foreign subsidiaries								
ITneer Inc (USA)	-	-	(21.7)	(86)	0.00		(20.9)	(86)
Subtotal	100	13,164	100	397	100	15	100	412
Adjustment arising out of consolidation Non-controlling interests in subsidiaries		(367)		(37)		(0.55)		(38)
Total		12,797		360		14		374

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
For Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Trishla Rampuria
Director
DIN: 07224903

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer
M.No.: FCS 8728

Place : Jaipur
Date : May 18, 2019

CSL INFOMEDIA PRIVATE LIMITED
Independent Auditor's Report

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

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of CSL Infomedia Private limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

S.No.	Key Audit Matter	Auditor's Response
1	Accuracy of recognition, measurement of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)	We assessed the Company's process to identify the impact of adoption of the new accounting standard-Ind AS-115. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • The contracts of the revenue were tested with reference to the operating effectiveness of the internal controls, relating to performance obligations and determination of transaction price. The procedures applied included enquiry, observation and examination of evidences in respect of operation of these controls. • Evaluated the appropriateness of the disclosures provided under the revenue standards and assessed the completeness and accuracy of the relevant disclosures. • Relevant records in respect of revenue recorded for time and material contracts were tested with reference to time sheets, customer's acceptances, invoicing, trend of collection and reporting to the Government Authorities.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

   (A) 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 purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The standalone Balance Sheet, the Statement of standalone Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   (g) With respect to the matter to be included in the Auditors' Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

(h) With respect to the other matters to be included in the Auditors' 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 as at 31 March 2019 on its financial position in its standalone financial statements;

ii. The Company has made provision, 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 amount which was required to be transferred to the Investor Education and Protection Fund by the Company. Therefore, issue of delay in transferring such sums does not arise.

For S. Misra & Associates
Chartered Accountants
FRN 004972C

CA. SACHINDRA MISRA
Partner
Membership No. 073776

Place: Jaipur
Date: May 08, 2019

Annexure A' 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, 2019 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 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii) Inventories:

Since the Company is a service providing concern, primarily rendering advertising & broadcasting service, therefore, it does not hold any physical inventories. Thus, paragraph 3(ii) of the order is not applicable to the company.

iii) Loans to the parties covered in the register maintained under Section 89 of the Act:-

According to information and explamation given to us, The Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships and other parties covered in the register maintained under Section 089 of the Act, therefore provisions of clause (iii) of paragraph 3 of the order are not applicable.

iv) Compliance of provisions of section 85 and 86 of the Companies Act, 2013:-

In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section of 85 and 86 of the companies Act, 2013 are applicable.

v) Public Deposits

The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2019. 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 services rendered by the Company

vii) Statutory Dues:-

a) Undisputed Statutory Dues: According to the information and explanations given to us and on the basis of our examination of the record of the company, undisputed statutory dues including provident fund, ESI, Income Tax, Value added tax, service tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

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) **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, therefore, provisions of clause (viii) of paragraph 3 of the order are not applicable.

viii) **Application of IPO, FPO and Term loans**:-
According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year, therefore provisions of clause (ix) of paragraph 3 of the order are not applicable.

ix) **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 the company by its officers or employees or by the Company, has been noticed or reported during the year.

x) **Managerial Remuneration:-**
According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.

xi) **Nidhi Company:-**
According to the information and explanations give to us and based on our opinion, the Company is not a Nidhi company, therefore provisions of clause (xii) of paragraph 3 of the order are not applicable.

xii) **Related Party Disclosure:-**
According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 088 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiii) **Issue of Preferential Allotment or Private Placement of Shares or ..Debentures:-**
According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xiv) **Non cash Transactions with directors and connected persons with ..them:-**
According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or directors of its holding company, directors of subsidiary company or directors of associate company or persons connected with him, therefore provisions of section 192 of the companies Act, 2013 are not applicable.

xv) **Registration under Reserve Bank of India Act, 1934:-**
The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For S. Misra & Associates
Chartered Accountants
FRN 004972C

CA. SACHINDRA MISRA
Partner
Membership No. 073776

Place: Jaipur
Date: May 08, 2019

‘Annexure B’ to the Independent Auditors Report

“(referred to in paragraph 2(F) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date) on the Standalone Financial Statements for the year ended March 31, 2019 of **M/s CSL Infomedia Private Limited.**

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls over financial reporting of CSL Infomedia Private limited (‘the Company’) as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. Misra & Associates
Chartered Accountants
FRN 004972C

CA. SACHINDRA MISRA
Partner
Membership No. 073776

Place: Jaipur
Date: May 08, 2019

CSL INFOMEDIA PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2019

(in Lacs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-Current Assets			
(i) **Fixed Assets**			
(a) Property, Plant and Equipment	4	146	148
(b) Intangible Assets	5	3	4
(c) Capital Work-in-Progress		-	-
(d) Intangible Assets under Development		-	-
(ii) **Financial Assets**			
(a) Investments	6	0.37	0.34
(b) Other financial assets	7	35	-
(iii) **Deferred Tax Assets (Net)**			
(iv) Other Non-Current Assets	8	0.48	0.03
Current Assets			
(i) Inventories	9	5	-
(ii) **Financial Assets**			
(a) Investments		-	-
(b) Trade Receivables	10	71	69
(c) Cash and cash equivalents	11	331	300
(d) Other bank balances	12	472	448
(e) Other financial assets	7	11	10
(iii) Current Tax Assets		42	89
(iv) Other Current Assets	8	17	49
		1,134	**1,117**
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	13	700	700
(ii) Other Equity		350	242
Total Equity		**1,050**	**942**
Liabilities			
Non-Current Liabilities			
(i) **Financial Liabilities**			
(a) Borrowings		-	-
(b) Trade Payable		-	-
(c) Other financial liabilities	15	2	2
(ii) **Provisions**	14	13	11
(iii) **Deffered tax liabilities**		8	5
(iv) **Other non-current liabilities**		-	-
Current Liabilities			
(i) **Financial Liabilities**			
(a) Borrowings		-	-
(b) Trade Payables			
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises	17	2	20
(ii) Other Current Liabilities	16	29	74
(iii) Provisions	14	1	1
(iv) Current tax liabilities		29	63
TOTAL		**1,134**	**1,117**

See accompanying notes to financial statements.

As per our report of even date.

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

For and on behalf of Board of Directors

CA Sachindra Misra
Partner
M. No. 073776

Surendra Kumar Surana
Director
DIN: 00340866

Vaibhav Suranaa
Director
DIN: 05244109

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Place: Jaipur
Date: May 08, 2019

CSL INFOMEDIA PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED ON MARCH 31, 2019

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
Revenue from Operations	18	544	727
Other Income	19	46	34
TOTAL REVENUE		**590**	**761**
Direct Expenses	20	227	254
Purchases of traded goods	21	9	-
Changes in inventories of traded goods	22	(5)	-
Employee's Benefit Expenses	23	143	152
Finance Cost	24	1	1
Depreciation and Amortization Expenses	25	13	14
Other Expenses	26	65	35
TOTAL EXPENSES		**453**	**456**
Profit before exceptional and extraordinary items and tax		137	306
Exceptional items		-	-
Profit before extraordinary items and tax		137	306
Extraordinary Items		-	-
Profit before tax		**137**	**306**
Tax Expenses:			
(1) Current tax		28	62
(2) Deferred tax		3	7
(3) Earlier years		-	1
Profit (Loss) for the period from continuing operations		**107**	**236**
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit (Loss) for the period		**107**	**236**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		2	1
Income tax relating to items that will not be reclassified to profit or loss		1	0
Total Comprehensive Income		**108**	**237**
Earnings Per Equity Share (in Rs.)			
(1) Basic	27	1.55	3.38
(2) Diluted	27	1.55	3.38

See accompanying notes to financial statements.

As per our report of even date.

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

For and on behalf of Board of Directors

CA Sachindra Misra
Partner
M. No. 073776

Surendra Kumar Surana
Director
DIN: 00340866

Vaibhav Suranaa
Director
DIN: 05244109

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Place: Jaipur
Date: May 08, 2019

CSL INFOMEDIA PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES :			
Net profit before tax		137	306
Adjustments to reconcile profit to net cash provided by operating activities:			
Depreciation and amortization expense	25	13	14
Interest income	19	(44)	(34)
Provision for Gratuity		4	4
Insurance Claim received		-	-
Loss on Transfer of Asset		-	-
Operating profit before working capital changes		**110**	**289**
Changes in assets and liabilities			
(Increase)/Decrease in Trade receivables		(2)	36
(Increase)/Decrease in Investment at amortizied cost		(0.03)	0.03
(Increase)/Decrease in Inventory	22	(5.00)	-
Increase/(Decrease) in current and non current assets		78	(54)
Increase/(Decrease) in current and non current liabilities		(63)	(15)
Cash generated from operations		**118**	**257**
Income taxes paid during the year		(62)	(20)
Net cash generated from operating activities		**56**	**237**
(B) CASH FLOW FROM INVESTING ACTIVITIES :			
Purchases of property, plant and equipment (including intangibles, CWIP and Capital Advances)	4	(10)	(14)
Interest received	19	44	34
Increase/(Decrease) in unpaid dividend and FDR having maturity More than than 3 months		(24)	(79)
Increase/(Decrease) in unpaid dividend and FDR having maturity More than than 12 months		(35)	-
Net cash generated from investing activities		**(25)**	**(59)**
(C) CASH FLOW FROM FINANCING ACTIVITIES :			
Net cash used in financing activities		-	-
Net increase in Cash and cash equivalents		**31**	**179**
Cash and cash equivalents at the beginning of the year		300	121
Cash and cash equivalents at the end of the year		**331**	**300**

See accompanying notes to financial statements.
As per our report of even date.

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

For and on behalf of Board of Directors

CA Sachindra Misra
Partner
M. No. 073776

Surendra Kumar Surana
Director
DIN: 00340866

Vaibhav Suranaa
Director
DIN: 05244109

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Place: Jaipur
Date: May 08, 2019

CSL INFOMEDIA PRIVATE LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2019

A. EQUITY SHARE CAPITAL

Equity shares of Rs. 10 each issued, subscribed and fully paid	**Numbers of shares (in Lacs)**	**Amount (in Lacs)**
As at 1 April, 2018 and March 31, 2019	70	700

B. OTHER EQUITY

(in Lacs)

Particulars	Equity share Capital	Reserve and surplus		Other Comprehensive Income	Total
		General Reserve	Profit and Loss Accounts		
Balance as at the end of the year April 1, 2017	**700**	**-**	**1**	**3**	**705**
Profit for the year			236	-	**236**
Actuarial Gains on Liability	-	-	0	1	**1**
Tax Effect	-	-	-	(0.27)	**(0.27)**
Balance as at the end of the year April 1, 2018	**700**	**-**	**237**	**4**	**942**
Profit for the year	-	-	107	-	**107**
Actuarial Gains on Liability	-	-	-	2	**2**
Tax Effect	-	-	-	(1)	**(1)**
Balance as at the end of the year March 31, 2019	**700**	**-**	**344**	**6**	**1050**

See accompanying notes to financial statements.

As per our report of even date.

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

For and on behalf of Board of Directors

CA Sachindra Misra
Partner
M. No. 073776

Surendra Kumar Surana
Director
DIN: 00340866

Vaibhav Suranaa
Director
DIN: 05244109

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Place: Jaipur
Date: May 08, 2019

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
as at and for the year ended March 31, 2019

Note 01: COMPANY OVERVIEW
CSL Infomedia is the subsidiary of Compucom software limited which is operating 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 and news and current affairs based programme. The Channel is available on all major networks across Rajasthan, Bihar and Jharkhand including SITI Cable network, DEN Cable Network, Radiant Network Digital and across globe through it's portal.

The financial statements are approved for issue by the Company's Board of Directors in its meeting held on May 08, 2019.

Note 02: BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Basis of preparation

These financial statements are prepared on a going concern basis, in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for financial instruments which are measured at fair values and the provisions of the Companies Act , 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with relevant rule of the Companies (Indian Accounting Standards) Rules, 2015.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements were approved for issue by the Board of Directors in its meeting held on May 08, 2019.

b) Use of estimates and judgement

(i) Use of estimates:

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income that are reported and disclosed in the financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used, but not limited to accounting for costs expected to be incurred to complete performance under service arrangements, allowance for uncollectible accounts receivables and unbilled revenue, accrual of warranty costs, income taxes, future obligations under employee benefit plans, the useful lives of property, equipment and intangible assets, impairment of property, equipment, intangibles and goodwill, valuation allowances for deferred tax assets, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Actual results could differ from those estimates.

(ii) Significant Judgement Contingencies:

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management' assessment that the outcome cannot be reliably quantified or is uncertain, the claims are disclosed as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. While considering the possible, probable and remote analysis of taxation, legal and other claims, there is always a certain degree of judgment involved pertaining to the application of the legislation which in certain cases is supported by views of tax experts and/or earlier precedents in similar matters. Although there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position or profitability.

Note 03: SIGNIFICANT ACCOUNTING POLICIES

a) Fair value measurement

The Company measures financial instruments, such as, investment in securities and other assets wherever necessary at fair value at balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the market conditions and risks existing at each reporting period date. The methods used to determine fair value include available quoted market process and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

For financial assets and liabilities maturing within one year from balance sheet date which is not carried at fair value, the carrying amount approximate fair value due to the short maturity of these instruments.

b) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non- current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Some line items presented in the financial statements have been reclassified under different heads and sub heads to encourage appropriate disclosure of information contained, begining from the earliest period presented in the financial statements.

c) Functional and presentation currency

The financial statements are prepared in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been.rounded.to.the.nearest.lacs.

d) Revenue recognition

1. Revenue from operations:-

The Company earns revenue primarily from satellite TV channel 'Jan TV' which is a vehicle of educational, fnancial, social and political change. This channel offers education, news, employment, skill development, agriculture, tourism, healthcare, religious, sports, entertainment and news and current affairs based programme.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the consolidated statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 3(d) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognized on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- The revenue on services provided is recognized when it can be ascertained with reasonable accuracy in line with the contracts entered into and after the rendering of services has been done and there is reasonable assurance that the revenue or the economic benefits associated with it is set to flow into the entity.
- Revenue from the sale of distinct third party hardware is recognized at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue (“contract liability”) is recognised when there is billings in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

2. Dividend:-

Dividend income is recognized in the statement of profit and loss only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

3. Interest:-

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, with reference to the principal outstanding and at the effective interest rate applicable.

Use of significant judgements in revenue recognition

- The Company’s contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

e) Property, plant and equipment

(i) Property, plant and equipment at office and at site

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in the Statement of Profit and Loss.

Assets held for sale are carried at lower of their carrying value or fair value less cost to sell. Major machinery spares parts are capitalized when they meet the definition of Property, Plant and Equipment.

Repairs and maintenance cost are recognized in the Statement of Profits or Loss as incurred.

(ii) Capital work in progress (CWIP)

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized in CWIP until the period of commissioning has been completed and the asset is ready for its intended use.

(iii) Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property and other equipment has been provided on the straight-line method.

a. Based on technical evaluation, the management believes that the useful lives as given below best represent the period over which the management expects to use the asset.

Assets	Useful life in years
Studio buildings	**60**
Recording and broadcasting	**15**
Computers and dataprocessing equipment	**3**
Machinery	**15**
Office equipment	**5**
Furniture and fixtures	**10**
Vehicles	**8**

The useful lives of the above assets are in line with the useful lives as prescribed under Part C of schedule II of the Companies Act, 2013, The management believes that these estimated useful lives are realistic and reflect fair apportionment of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

j) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortized over their estimated useful life.The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

k) Impairment of non-financial assets

Impairment charges and reversals are assessed at the level of cash-generating units. A cash-generating unit (CGU) is the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment tests are carried out annually for all assets when there is an indication of impairment. The Company conducts an internal review of asset values annually, which is used as a source of information to assess for any indications of impairment or reversal of previously recognized impairment losses. External factors, such as changes in expected future prices, costs and other market factors are also monitored to assess for indications of impairment or reversal of previously recognized impairment losses.

If any such indication exists then an impairment review is undertaken, the recoverable amount is calculated, as the higher of fair value less costs of disposal and the asset's value in use.

Fair value less costs of disposal is the price that would be received to sell the asset in an orderly transaction between market participants and does not reflect the effects of factors that may be specific to the entity and not applicable to entities in general.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. The cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

The carrying amount of the CGU is determined on a basis consistent with the way the recoverable amount of the CGU is determined.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

Any reversal of the previously recognized impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized. During the current year the recoverable amount as determined by the management are greater than the carrying amount hence no impairment of Assets is done.

l) Financial instruments

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

SUBSEQUENT MEASUREMENT

(a) Non-derivative financial instruments

(i) Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and short-term money market deposits having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(ii) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

(iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

(v) Financial liabilities

Financial liabilities are subsequently carried at cost as they are intended to be settled within the current year. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments, hence no discounting for the same is necessary.

Financial assets - derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

a. The rights to receive cash flows from the asset have expired, or

b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

The Company measures loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss. The classification of trade receivables in terms of expected realization has been done by the management based on the past experience of the management.

Financial liabilities – recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and other financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit or loss & other comprehensive income**

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

  Gains or losses on liabilities held for trading are recognized in the profit or loss.

- Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTOCI, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the Statement of Profit and Loss. The Company has not designated any financial liability as at fair value through other comprehensive income.

Financial liabilities - derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(b) Derivative financial instruments and hedge accounting

The company currently does not have any derivative financial instruments whether short term or long term as well as the company is not enrolled in any hedging contracts.

(c) Inventories

Inventories are valued at the lower of cost and net realizable value.

(d) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Company are broadly categorised into employee benefit expenses, Direct Expenses, Purchases of traded goods, Finance Costs, depreciation and amortisation and other expenses. Employee benefit expenses includes salaries, incentives and allowances, contributions to provident and other funds and staff welfare expenses. Other expenses mainly include fees to external consultancy expenses, travel expenses, communication expenses, bad debts and advances written off, Rent and Facility Support, Insurance expenses and other expenses. Other expenses is an aggregation of costs which are individually not material such as News Paper & Magzines, Postage & Telegram, entertainment, etc.

(e) Taxation

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided, using the balance sheet method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

  Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re- assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(f) Retirement and other Employee benefit schemes

i. Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages and performance incentives which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

ii. Post-Employment Benefits Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company fully contributes all ascertained liabilities to the Gratuity Fund.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability.

Gains and losses through remeasurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effects of any plan amendments are recognized in net profit in the Statement of Profit and Loss.

Provident Fund

The company benefits to its employees, under provident fund. The Company and employees contribute at predetermined rates to fund which is accounted on accrual basis. The contribution towards provident fund is recognized as an expense in the Statement of Profit and Loss.

(g) Provisions and Contingent liabilities

I. General

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre- tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

II. Foreign currency translation

The functional currency for the Company is determined as the currency of the primary economic environment in which it operates. For the Company, the functional currency is the local currency of the country in which it operates, which is Indian Rupee.

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the Statement of Profit and Loss except any exchange differences on translation of foreign operation which are recognized in the other comprehensive income as a part of foreign currency translation reserve.

However, there were no Foreign Currency transactions during the year.

(h) Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the total comprehensive income attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

(i) Cash dividend to equity shareholders of the Company

The Company recognizes a liability to make distribution to equity shareholders of the Company when the distribution is authorized and it is no longer at the discretion of the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholders' approval. Dividends are paid in Indian Rupees. However company has not paid any dividend in current year.

(j) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The company does not expect this amendment to have any impact on its financial statements.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty

(2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments.

The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling.

The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings.

The Company does not expect this amendment to have any impact on its financial statements

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied.

The Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business.

The Company does not expect this amendment to have any impact on its financial statements.

Note 04: PROPERTY, PLANT AND EQUIPMENT (in Lacs)

Particulars	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office Equipment	Total
At Cost As at April 1, 2017	**41**	**148**	**3**	**3**	**35**	**230**
Additions	-	13	-	-	0.25	14
Disposals/ adjustments	-	-	-	-	-	-
As at March 31, 2018	**41**	**161**	**3**	**3**	**35**	**244**
Additions	-	9	-	-	0.18	10
Disposals/ adjustments	-	-	-	-	-	-
As at March 31, 2019	**41**	**170**	**3**	**3**	**35**	**254**
Accumulated depreciation						
As at April 1, 2017	**3**	**56**	**1**	**2**	**21**	**83**
Depreciation charge for the year	1	9	0.37	0.42	3	13
Disposals/ adjustments	-	-	-	-	-	-
As at March 31, 2018	**4**	**65**	**2**	**2**	**23**	**96**
Depreciation charge for the year	0.67	10	0.37	0.43	0.15	12
Disposals/ adjustments	-	-	-	-	-	-
As at March 31, 2019	**4**	**75**	**2**	**3**	**23**	**108**
Net Book Value						
As at March 31, 2018	38	96	1	1	12	**148**
As at March 31, 2019	37	95	1	0.14	12	**146**

Note 05: INTANGIBLE ASSETS (in Lacs)

Particulars	Licenses and Franchise Fees	Total
At CostAs at April 1, 2017	**21**	**21**
Additions	-	-
Disposals	**-**	**-**
As at March 31, 2018	**21**	**21**
AdditionsDisposals		
As at March 31, 2019	**21**	**21**
Amortization as at April 1, 2017	**16**	**16**
Charge for the year	1	1
As at March 31, 2018	**17**	**17**
Charge for the year	1	1
As at March 31, 2019	**18**	**18**
Net Book Value as on April 1 2017	5	5
As at March 31, 2018	**4**	**4**
As at March 31, 2019	**3**	**3**

Note 06: INVESTMENTS (Non Current) (in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Financial assets measured at Amortised Cost		
Investment in National saving certificate	0.37	0.34
Total	**0.37**	**0.34**

Note 07: OTHER FINANCIAL ASSETS

Non-current		
FDR having maturity more than 12 months	35	-
Total	**35**	**-**
Current		
Interest accrued but not due	11	10
Total	**11**	**10**

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Note 08: OTHER ASSETS		
Non-current		
Unsecured, considered good		
Security Deposits	0.48	0.03
Total	**0.48**	**0.03**
Current		
Unsecured, considered good		
Advance given to vendors for supply of goods and services	0.46	1
Prepaid Expenses	10	47
Advance to Employees - salary Advances	0.27	0.29
GST Receivable	6	1
Total	**17**	**49**
Note 09: INVENTORIES		
Finished Goods	5	-
Total	**5**	**-**
Note 10: TRADE RECEIVABLES		
Unsecured, considered good	71	69
Unsecured, considered doubtful	-	-
Provision on doubtful debts	-	-
Total	**71**	**69**
Note 11: CASH AND CASH EQUIVALENTS		
Balances with banks including FDRs having maturity less than 3 months	285	118
Cheques, drafts on hand	45	182
Cash on hand	0.44	0.23
Total	**331**	**300**
Note 12: OTHER BANK-BALANCE		
FDR's with Bank having maturity more than 3 months	472	448
Total	**472**	**448**
Note 13: EQUITY SHARE CAPITAL		
A. Authorized equity share capital		
Equity shares of Rs.10 (March 31, 2018: Rs.10, March 31,2017: Rs.10, April 1,2016: Rs.10) each.	700	700
No. of Shares (In Lacs)	70	70
B. Issued, subscribed and paid up		
Equity shares of Rs.10 (March 31,2018: Rs.10, March 31,2017: Rs.10, April 1,2016: Rs.10) each.	700	700
No. of Shares (In Lacs)	70	70
C. Details of shareholders holding more than 5% shares in the Company		
Compucom Software Limited		
No. of Shares (In Lacs)	46	46
% of Holding	65.00%	65.00%
Sambhav InfoTech Private Limited		
No. of Shares (In Lacs)	24	24
% of Holding	34.86%	34.86%

Terms/Rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each equity shareholder is eligible for one vote per share held.

Note 14: PROVISIONSNon-Current

(in Lacs)

Particulars	Provision for Gratuity	Total
As at March 31, 2018	**11**	**11**
Addition during the year	2	2
Utilized	0.21	0.21
As at March 31, 2019	**13**	**13**

Current

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for gratuity	1	1
Total	**1**	**1**
Note 15: OTHER FINANCIAL LIABILITIES		
Non-Current		
Security Deposits	2	2
Total	**2**	**2**
Note 16: OTHER LIABILITIES		
Current		
Unearned income	-	43
Statutory and other liabilities	14	14
Creditors for Expenses	1	3
Expenses Payable	3	3
Salary & Reimbursements	11	11
Total	**29**	**74**
Note 17: TRADE PAYABLES		
Non-Current	-	-
Total	-	-
Current		
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	2	20
Total	**2**	**20**

Note 18: REVENUE FROM OPERATIONS

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Advertisement Receipts	194	186
Studio & Satellite Education Services	350	541
Total	**544**	**727**
Note 19: OTHER INCOME		
Interest on FDRs	44	34
Interest on NSC	.03	0.14
Insurance Claim Received	-	-
Interest on Income Tax Refund	2	-
Misc. Income	0.2	0.19
Total	**46**	**34**
Note 20: DIRECT EXPENSES		
Jan TV operational expenses		
Internet Lease line & Broadcasting Charges	137	140
News Content Charges	4	4
News Coverage Exp. Bihar	-	3
News Coverage Expenses	16	16
Placement Execution Expenses	27	71
Other Operational Expenses	0.07	2

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Down linking Charges	10	10
Freight & Cartage	0.04	-
Technical Consultancy	17	-
Live Streaming Expenses	1	-
License Expenses	15	9
Total	**227**	**254**
Note 21: PURCHASE		
Finished Goods	9	-
Total	**9**	**-**
Note 22: CHANGES IN INVENTORIES OF FINISHED GOODS		
Opening inventory		
Finished goods	-	-
Total	**-**	**-**
Closing inventory		**-**
Finished goods	5	-
Total	**5**	**-**
Changes in Inventory	**(5)**	**-**
Note 23: EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	135	142
Contribution to provident and other funds	8	10
Total	**143**	**152**
Note 24: FINANCE COSTS		
Interest expense on borrowings	1	1
B.G. Commission & Bank Charges	-	-
Total	**1**	**1**
Note 25: DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on property, plant and equipments	12	13
Amortization on intangible assets	1	1
Total	**13**	**14**
Note 26: OTHER EXPENSES		
Auditor's Remuneration (refer note below)	0.30	0.28
Advertisement and Publicity Expenditures	-	2
Insurance Expenditure	2	2
Office & general Expenditures	3	2
Printing and Stationery	1	1
Rent and Facility Support	11	12
Repair and Maintenance Expenditure	6	2
Travelling and Conveyance Expenditures	0.26	3
Water and Electricity	1	-
Legal and professional	0.42	1
Misc Balance Written Off	1	0.46
Misc Expenditure	6	5
Patrakar Kalyan Kosh	1	2
Swacch Bharat Cess Expenses	-	0.26
Telephone & Internet Expenses	1	2
Power , Fuel & Gas Expenses	1	-
Consultancy Charges	5	-
Expected credit loss	25	-
Total	**65**	**35**

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Remuneration to auditors		
- Audit fees	0.18	0.17
- Other services	0.12	0.11
Total	**0.30**	**0.28**

Note 27: EARNINGS PER SHARE

Basic earnings per share (in Rs.)	1.55	3.38
Diluted earnings per share (in Rs.)	1.55	3.38

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit after tax attributable to owners of the Company (in Lacs)	108	237
Earnings used in the calculation of basic earnings for the year (in Lacs)	108	237
Weighted average number of equity shares outstanding (in Lacs)	70	70
Nominal Value per share	10	10

Note 28: GRATUITY

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, an employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

The following tables set out the funded status of the gratuity plans and the amounts recognized in the financial statements.

(in Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Principal actuarial assumptions		
Principal actuarial assumptions used to determine the present value of the defined benefit obligation are as follows:		
Financial Assumptions		
Discount rate	7.7%	7.7%
Expected rate of increase in compensation level of covered employees	7.0%	7.0%
Demographic Assumptions		
i) Retirement Age (Years)	60	60
ii) Mortality rates inclusive of provision for disability	100% IALM (2006 - 08)	
Amount recognized in the balance sheet consists of:		
Fair value of planned assets	-	-
Present value of defined benefit obligations	14	12
Net liability arising from defined benefit obligation	**(14)**	**(12)**
The movement during the year of the present value of the defined benefit obligation was as follows:		
Opening Balance	13	9
Service cost	3	4
Benefits paid	0.21	-
Interest cost	1	1
Actuarial loss on obligation	(2)	(1)
Closing Balance	**15**	**13**

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Amounts recognized in Statement of Profit and loss in respect of defined benefit plan are as follows:		
Current service cost	3	4
Net Interest cost	1	1
Total charge to Statement of Profit and Loss	**4**	**5**
Amounts recognized in Other Comprehensive Income in respect of defined benefit plan are as follows:		
Actuarial (Gain)/Loss arising from Change in Demographic Assumption	-	-
Actuarial (Gain)/Loss arising from Change in Financial Assumption	-	(1)
Actuarial (Gain)/Loss arising from Experience Adjustment	(2)	(0.36)
Loss on Plan assets (excluding amounts included in net interest cost)	0	0
Remeasurement of the net defined benefit liability	**(2)**	**(0.87)**
Expected contribution for the next Annual reporting period:		
Year 1 (undiscounted)	1	0.91
Year 2 (undiscounted)	0.49	0.43
Expected Expense for the next annual reporting period	**2**	**1**

Sensitivity analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

(in Lacs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Impact of change discount rate		
Increase by 1%	12	11
Decrease by 1%	16	14
Impact of change in salary increase rate		
Increase by 1%	16	14
Decrease by 1%	12	11
Impact of change in withdrawal rate		
Increase by 1%	14	12
Decrease by 1%	14	12

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

Risk analysis

The Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Interest risk

A decrease in the interest rate on plan assets will increase the plan liability, however this will be partially offset by increase in the return on plan debt investment.

Longevity risk/ Life expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary growth risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

Note 29: INCOME TAX EXPENSES (in Lacs)

The major components of income tax expense for the year ended March 31, 2019 are indicated below:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
a. Tax charge recognized in Profit and Loss		
Current tax:		
Current tax on profit for the year & earlier years	28	63
Total Current tax & earlier Years	**28**	**63**
Deferred tax:		
Property, plant and equipment, Exploration and evaluation and intangible assets	4	1
Adjustment of MAT credits	(0.16)	7
Brought forward losses		-
Provisions long and short	(1)	(1)
Total Deferred tax expenses	**3**	**7**
Tax expense for the year (net off deferred tax and current tax)	**31**	**70**
Effective income tax rate (%)	**27.82%**	**27.55%**
b. Statement of other comprehensive income		
Tax (credit) / charge on:		
Actuarial gain on remeasurements of defined benefit plan	2	1
Tax charge	1	(0.27)
Total	**1**	**1**

A reconciliation of income tax expense applicable to accounting profits before tax at the statutory income tax rate to recognized income tax expense for the year is as follows:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A) Accounting profit before tax (after exceptional item)	137	306
B) Statutory income tax rate	27.82%	27.55%
Tax at statutory income tax rate	**38**	**84**
C) Disallowable expenses	17	44
D) Fair valuation of Investments through FVTPL	-	0.028
E) Adjustments in respect of MAT	(34)	-
F) Depreciation under income tax	(17)	(19)
G) Adjustments Through OCI	(2)	1
H) Adjustments disallowable	9	2
I) Adjustments in respect of prior years	-	(80)
Total (A+C+D+E+F+G+H+I)*B	**31**	**70**

There are certain income-tax related legal proceedings which are pending against the company. Potential liabilities, if any have been adequately provided for and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters.

Significant components of deferred tax assets and (liabilities) recognized in the balance sheet are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Property, plant and equipment and intangible assets	12	11
Adjustment of MAT credit	(0.49)	(3)
Provisions Long and Short	(4)	(3)
Adjustment for Brought forward losses	-	-
Deferred Tax (Assets)/Liabilities	**8**	**5**

As at March 31, 2019, the Company has minimum alternate tax (MAT) credit carry forward. MAT paid can be carried forward for a period of 15 years and can be set off against the future tax liabilities. MAT is recognized as a deferred tax asset only when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

Note 30: FINANCIAL INSTRUMENTS (in Lacs)

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed.

Financial assets and liabilities:

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

Particulars	Fair Value through profit and loss	Amortized Cost	Total carrying value	Total fair value
As at March 31, 2019				
Financial assets				
Cash and cash equivalents	-	331	331	331
Other bank balances	-	472	472	472
Investments	-	0.37	0.37	0.37
Trade receivables	-	71	71	71
Other Current financial assets and loans	-	11	11	11
Other Non-current financial assets	-	35	35	35
Total		**920**	**920**	**920**
Financial liabilities				
Short term borrowings	-	-	-	-
Trade payables				
Total outstanding dues of micro and small enterprises	-	-	-	
Total outstanding dues of creditors other than micro and small enterprises	-	2	2	2
Other Current financial liabilities	-	-	-	-
Other Non-current financial liabilities	-	2	2	2
Total	**-**	**4**	**4**	**4**
As at March 31, 2018				
Financial assets				
Cash and cash equivalents	-	300	300	300
Other bank balances	-	448	448	448
Investments	-	0.34	0.34	0.34
Trade receivables	-	69	69	69
Other Current financial assets and loans	-	10	10	10
Other Non-current financial assets	-	-	-	-
Total	**-**	**827**	**827**	**827**
Financial liabilities				
Short term borrowings	-	-	-	-
Trade payables				
Total outstanding dues of micro and small enterprises	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	-	20	20	20
Other Current financial liabilities	-	-	-	-
Other Non-current financial liabilities	-	2	2	2
Total	**-**	**22**	**22**	**22**

Notes-

The company has reclassified trade receivables and trade payables from fair value through profit & loss to amortized cost as the same was required for appropriate disclosure of item, accounting impact of the same has been adjusted in the figures from the earliest period presented in the financial statements

The management assessed that Cash and cash equivalents, other bank balances, Trade receivables, Trade payables, other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.The table shown below analyses financial instruments carried at fair value, by measurement hierarchy. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

(in Lacs)

Financial Assets	Level-1	Level-2	Level-3
As at March 31, 2019			
At fair value through profit and loss			
Long Term Investment	-	-	0.37
Total	**-**	**-**	**0.37**
Financial Liabilities			
Liabilities carried at amortised cost			
Borrowings	-	-	-
Total	**-**	**-**	**-**
As at March 31, 2018			
Financial Assets			
At fair value through profit and loss			
Long Term Investment	-	-	0.34
Total	**-**	**-**	**0.34**
Financial Liabilities			
Liabilities carried at amortised cost			
Borrowings	-	-	-
Total	**-**	**-**	**-**

Risk management framework

Risk management

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management polices act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover many aspects of significant risks.

OBJECTIVE & PURPOSE OF POLICY:

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The specific objectives of the Risk Management Policy are:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.

Treasury management

The Company has a strong system of internal control which enables effective monitoring of adherence to Company's policies. The internal control measures are effectively supplemented by regular internal audits.

Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will flactuate because of changes in market prices. Market risk comprises interest rate risk, currency risk and commodity risk.

The sensitivity analyses given elsewhere in the following sections relate to the position as at March 31, 2019 and March 31, 2018.

Financial risk

The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest and pricing through proven financial instruments.

a. Liquidity risk

The Company requires funds both for short-term operational needs as well as for long-term investment programme mainly in growth projects. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short- term as well as in the long-term.

The Company remains committed to maintaining a healthy liquidity, gearing ratio and strengthening the balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Company.

Payment due by years	<1 year	1-2 Years	2-5 Years	> 5 Years	Total
As at March 31, 2019					
Trade and other payables	2	-	2	-	4
Total	**2**	**-**	**2**	**-**	**4**
As at March 31, 2018					
Trade and other payables	20	-	2	-	22
Total	**20**	**-**	**2**	**-**	22

The company had access to following funding facilities. (In Lacs)

Funding facility	Total facility	Drawn	Undrawn
As at March 31, 2019			
Less than 1 year	90	-	90
More than 1 year	-	-	-
Total	**90**	**-**	**90**
As at March 31, 2018			
Less than 1 year	90	-	90
More than 1 year	-		-
-			
Total	**90**		**90**

b. Foreign Exchange Risk

Fluctuations in foreign currency exchange rates may have an impact on the Statement of Profit and Loss, where any transaction references more than one currency other than the functional currency of the Company.

The company during the year is not prone to any exchange risk as it has not eneterd in any foreign exvhange contracts the difference in exchange rates on outstanding balance of subsidiary has been duly accounted for through statement of profit and loss.

c. Interest Rate Risk

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

The exposure of the Company's financial assets to interest rate risk is as follows:

(' in Lacs)

Particulars	Total	Floating rate	Fixed rate	Non-interest bearing
As at March 31, 2019				
Financials assets	**920**	-	750	170
Financial liabilities	**4**	-	-	4
As at March 31, 2018				
Financials assets	**827**	-	555	262
Financial liabilities	**22**	-	-	22

d. Counterparty and concentration of credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient security, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for receivables, cash and cash equivalents, short-term investments etc. Credit risk on receivables is limited as almost all credit sales are against letters of credit and guarantees of banks of good financial repute. No single customer accounted for 10% or more of revenue on a % basis in any of the years indicated. The history of trade receivables shows a negligible provision for bad and doubtful debts. Therefore, the Company does not expect any material risk on account of non-performance by any of the Company's counterparties.

The company as and when due has booked bad debts in the years of March 31, 2019 and March 31,2018 and the company in future expects negligible credit risk after estimating for current year bad debts and hence has not impaired any financial instruments regarding the same.

Derivative financial instruments

The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. The Company does not enter into complex derivative transactions to manage the treasury and commodity risks. The company is not enrolled in any hedging contracts and is not party to any derivative financial instruments either directly or indirectly through any party.

Note 31: RELATED PARTY

a. **List of related parties:**

(i) **Holding company**
- Compucom Software Ltd.

(ii) **Key Management Personnel**
- Mr. Surendra Kumar Surana, Director
- Mr. Shubh Karan Surana, Director
- Ms. Heena Garg,Company Secretary
- Mr. Vaibhav Suranaa, Director

(iii) **Enterprises over which the Key Management Personnel exercises significant influence:**
- Sambhav Infotech Private Limited
- Compucom Technologies Private Limited
- Compucom (India) Private Limited
- Rishab Infotech Private Limited
- Compucom Foundation

b. **Transactions with Related Parties:**

The details of the related party transactions entered into by the Company, for the year ended March 31, 2019 and March 31, 2018 are as follows:

(in Lacs)

Nature of transactions	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Sale of Goods/Services		
Services Rendered to holding company	309	343
Total	**309**	**343**
Purchase of Goods/Services		
Services received from holding company	17	-
Services received from Key Management Personnel	5	-
Total	**22**	**-**
Other Expenses and other reimbursements		
Rent paid to holding company	2	2
Remuneration to Key Managerial Personnel	2	2
Rent paid to Entities with significant influence over the entity	8	8
Water & Electricity Expenses paid Entities with significant influence over the entity	1	-
Total	**13**	**12**

All the transactions entered by the company with the related parties are at arm's length price.

Note:- Balances receivable/payable at the end of year **(in Lacs)**

Particulars	As at March 31, 2019	As at March 31, 2018
Payables to		
Key Managerial Personnel	0.18	0.17
Total	**0.18**	**0.17**

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

For and on behalf of Board of Directors

CA Sachindra Misra	**Surendra Kumar Surana**	**Vaibhav Suranaa**	**CS Heena Garg**
Partner	Director	Director	Company Secretary
M. No. 073776	DIN: 00340866	DIN: 05244109	ICSI Reg. No. : ACS37166

Place: Jaipur
Date: May 08, 2019

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COMPUCOM SOFTWARE LIMITED

CIN:-L72200RJ1995PLC009798
Registered Office: IT-14-15, EPIP, Sitapura, Jaipur-302022
Venue: "KRISHNA AUDITORIUM", Compucom Institute of Technology & Management Compound, SP-5, EPIP, Sitapura, Jaipur- 302 022 (Rajasthan)
E-mail: cs@compucom.co.in
25th Annual General Meeting – September 05, 2019

ATTENDANCE SLIP

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

DP Id ____
Client ID _____________________________________
(For shares held in Demat form)
No. of Shares held _____________________________

Registered Folio No. __________________________
(For shares held in Physical form)

I/we hereby record my/our presence at the Twenty-Fifth (25th) Annual General Meeting of the Company at **"KRISHNA AUDITORIUM"**, Compucom Institute of Technology and Management Compound, SP-5, EPIP, Sitapura, Jaipur- 302 022 (Rajasthan) India on Thursday, September 05, 2019, at 11:30 a.m.

Name of the member/ proxy
(in BLOCK Letters)

Signature of the Shareholder/
proxy/ Authorized Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of Annual Report to the AGM.

COMPUCOM SOFTWARE LIMITED

CIN:-l72200RJ1995PLC009798
Registered Office: IT-14-15, EPIP, Sitapura, Jaipur-302022
Venue: "KRISHNA AUDITORIUM", Compucom Institute of Technology and Management Compound,
SP-5, EPIP, Sitapura, Jaipur- 302 022 (Rajasthan) E-mail : cs@compucom.co.in
25th Annual General Meeting – September 05, 2019

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L72200RJ1995PLC009798
Name of the Company : COMPUCOM SOFTWARE LIMITED
Registered Office : IT-14-15, EPIP, SITAPURA, JAIPUR-302022

Name of the member(s) : ______________________________
Registered address : ______________________________
E-mail Id : ______________________________
Folio No/ *Client Id : ______________________ *DP Id: ______________________

I/We, being member(s) of _______ shares of the above named company, hereby appoint:

1. Name : ______________________________
   Address : ______________________________
   E-mail Id : ______________________________
   Signature : ______________________________ , or failing him
2. Name : ______________________________
   Address : ______________________________
   E-mail Id : ______________________________
   Signature : ______________________________ , or failing him
3. Name : ______________________________
   Address : ______________________________
   E-mail Id : ______________________________
   Signature : ______________________________

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 25th Annual general meeting of the company, to be held on Thursday, September 5th 2019, at 11.30 A.M.at "KRISHNA AUDITORIUM", Compucom Institute of Technology and Management Compound, SP-5, EPIP, Sitapura, Jaipur- 302 022 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
	Ordinary Business			
1.	Adoption of: (i) Audited standalone Financial Statements and Reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2019. (ii) Audited consolidated Financial Statements and Reports of Auditors thereon for the financial year ended 31st March, 2019.			
2.	Declaration of final dividend on equity shares.			
3.	Appointment of Mr. Ajay Kumar Surana, who retires by rotation and being eligible, offer himself for re-appointment			
	Special Business:			
4.	Re-Appointment of Mr. Ghisa Lal Chaudhary as an Independent Director.			
5.	Appointment of Dr. Baldev Singh as an Independent Director			
6.	Appointment of Mr. Sanchit Jain as an Independent Director			
7.	Appointment of Mr. Vaibhav Suranaa as a Director			
8.	Appointment of Mr. Surendra Kumar Surana as a Chairman, Managing Director and Chief Executive Officer.			

Signed this _______ day of ___________ 2019.

Affix Revenue Stamp

Signature of shareholder
Signature of proxy holder(s)

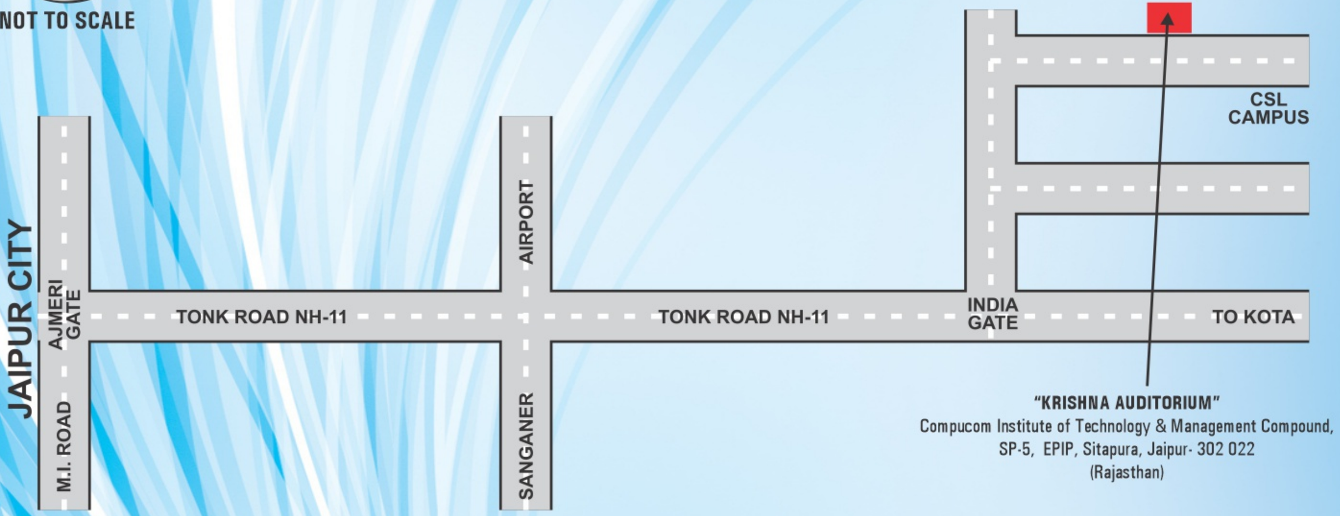
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

UPCOMING HOTEL PROJECT IN JAIPUR

BOOK-POST

Route Map to the Venue of the Twenty Fifth Annual General Meeting of Compucom Software Limited to be held on Thursday, September 05, 2019

NOT TO SCALE



"KRISHNA AUDITORIUM"
Compucom Institute of Technology & Management Compound,
SP-5, EPIP, Sitapura, Jaipur- 302 022
(Rajasthan)

JAS-ANZ
ISO 9001:2015 CERTIFIED

Certified ISO 27001:2013

A CMMi LEVEL 3 COMPANY

Compucom Software Limited
CIN # L72200RJ1995PLC009798
Regd. & Corporate Office: IT 14-15, EPIP, Sitapura, Jaipur (Rajasthan) - 302022, India
Ph. : +91-141-2770131, Fax : +91-141-2770335
E-mail : fin@compucom.co.in

Visit us at : www.compucom.co.in