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/17-18/

Date: 21.08.2018

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 24th Annual General Meeting to be held on 18.09.2018 along with Annual Report 2017-18.

Dear Sir/Ma'am,

With reference to the captioned subject, we hereby enclose the Notice of 24th Annual General Meeting along with Annual Report, Proxy Form and Attendance Slip for your reference & record.

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

Thanking You,

For Compucom Software Limited

Compucom Software Limited JAIPUR

(Swati Jain)
Company Secretary

COMPUCOM
SOFTWARE LIMITED
We make IT happen

24 ANNUAL REPORT
2017-18

From the desk of CEO & MD

Dear Shareholders

Greetings!

I am delighted to present the Annual Report of your Company for the Financial Year 2017-18. I have been at the helm of affairs of your Company for more than two decades. Events of last year have reinforced my belief that rate of change in technology, demography, pattern of education, requirement of skill awareness towards environment and quality of life is much faster. I am filled with deep sense of pride & satisfaction that your Company has stood firm against the pressures of business life to emerge stronger, more capable and more profitable.

The Financial Year 2017-18 has registered marginal decline in top line but bottom-line has increased from Rs. 186 Lakh to Rs. 308 Lakhs. EPS is also improved from 0.24 to 0.39. I am confident that the year ahead will bring more cheer to our stakeholders.

During the Financial Year 2018-19 we have secured orders of Rs. 32.98 crore (for Five Years) for 1172 schools, Rs. 11.87 Crore (for Five Years) for 303 schools and Rs 37.48 crore (for Five years) for 525 schools, totaling to Rs. 82.33 crores.

Out of these orders your company will receive 90% payment of executed orders of Rs. 44.85 crores in the First two quarter of the Financial Year 2018-19. This will improve Topline, bottom-line and cash flow of your Company,despite the fact that a few on-going project will also be completed during the Financial year 2018-19.

Since the Hospitality and Tourism industry has emerged as one of the key driver of the growth among the service sector and it is expected that in the next five years this sector will grow at least 10% annually, hence as promised last year we have started implementing a Hotel Project having financial outlay of Rs. 25 crores. It is going to be operational in the First quarter in the Financial year 2020-21. The management of your Company has also decided to venture into agro food processing industry as well as tourism related activities in the next two years.

We have reduced the quantum of debtors and improve the return ratio. The rating of your Company has also improved from BBB- to BBB+.

I have faith that the best is yet to come. The adversity of the past and rapid change can prove to be the best friend of your Company.

I would like to personally thank all the members of the staff and management team for their hard work and sincerity. I would also like to place on record my deepest gratitude to our investors, bankers, stock exchanges, State and Central Govt. administration for extending their continued support and encouragement.

With warm regards,

Surendra Kumar Surana
Managing Director and CEO

Contents

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Surendra Kumar Surana
Managing Director & CEO

Mr. Shubh Karan Surana
Non-Executive Director & Non- Independent Director

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

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

Mr. Rajendra Prasad Udawat
Non-Executive Director & Independent Director

Dr. Satish Kumar
Non-Executive Director & Independent Director
(Additional Director w.e.f. May 25, 2018)

Mr. Ghisa Lal Chaudhary
Non-Executive Director & Independent Director

Dr. Anjila Saxena
Non-Executive Director & Independent Director
(Retd. on 02.08.2018)

BOARD COMMITTEES

Audit Committee
Mr. Rajendra Prasad Udawat (Chairman)
Mr. Ghisa Lal Chaudhary
Mrs. Trishla Rampuria

Nomination & Remuneration Committee
Mr. Ghisa Lal Chaudhary (Chairman)
Dr. Satish Kumar
Mrs. Trishla Rampuria

Stakeholder Relationship Committee
Mr. Rajendra prasad Udawat (Chairman)
Mr. Ghisa Lal Chaudhary
Mrs. Trishla Rampuria

Corporate Social Responsibility Committee
Mrs. Trishla Rampuria (Chairperson)
Mr. Surendra Kumar Surana
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@mcsregistrar.com

PRINCIPAL BANKES

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 COMPANIES

ITneer, Inc., USA
CSL Infomedia Pvt. Ltd., INDIA

NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting ("AGM/ Meeting") of the members of Compucom Software Limited will be held on Tuesday, September 18, 2018 at 11.30 A.M. at "KRISHNA AUDITORIUM", Compucom Institute of Technology and Management Compound, SP-5, EPIP, RIICO Industrial Area, 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, 2018 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, 2018 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, 2018.
3. To Retire Mr. Shubh Karan Surana (DIN: 00341082), who retires by rotation and does not seek re-election.

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

   "RESOLVED THAT Mr. Shubh Karan Surana (DIN: 00341082), Director liable to retire by rotation, who does not seek re-election, be not re-appointed a Director of the Company.

   RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.**"**

   SPECIAL BUSINESS:
4. **REAPPOINTMENT OF DR. SATISH KUMAR (DIN: 07517644) 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 all other applicable provisions (if any) of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Dr. Satish Kumar (DIN: 07517644) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company on 25th May, 2018 pursuant to the provision 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 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 Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 reappointed as an Independent Director of the Company to hold office for a period of 3 years upto 24th May, 2021, not 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."

Date: August 13, 2018	By order of the Board
Place: Jaipur	For Compucom Software Limited
Registered Office:	Sd/-
IT 14 -15, EPIP, Sitapura,	**(CS Swati Jain)**
Jaipur - 302 022 (Rajasthan)	Company Secretary

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.

   The duly stamped, filled and signed instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the meeting.
2. The relative Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business as set out above to be transacted at the Meeting is annexed hereto. The relevant details as required, Under Regulation 36(3) of Securities Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard 2 for General Meeting, of person seeking reappointment as Director as mentioned under Item No. 4 of the Notice, is also annexed.

3. Corporate Members intending to send their authorized representatives to attend the meeting 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.
4. 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.
5. 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 2017-18 from Wednesday, 12th September, 2018 to Tuesday, 18th September, 2018 (Both Days inclusive).
6. 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 Numbers and those who holds shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
7. 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.
8. 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 immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address (es).
9. 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.
10. Members holding shares in physical form are requested to convert their holdings into dematerialized mode, to avoid loss of shares, quick credit of dividend and fraudulent transactions.
11. 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.
12. 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.
13. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
14. Members are requested to encash dividend warrants at the earliest as pursuant to provision on IEPF Rules, the Company would be transferring the unclaimed dividend and the equity shares on which dividend has not be claimed or uncashed for last seven years or more to the "Investor Education and Protection Fund" established by the Central Government, as stipulated under Section 124 of the Companies Act, 2013.
15. The copies of relevant documents i.e. registers 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 Fourth Annual General Meeting.
16. **"GO GREEN" Initiative:** In support of the "Green Initiative" announced by the Government of India as well as Regulation 36 of SEBI (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. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / 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 address are registered may also entitled to receive such communication in physical form, upon making a request for the same.
17. 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.

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

19. 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 SEBI (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. Resolutions passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

20. 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.

21. 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.

22. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Tuesday, 11th September, 2018 (cut-off date).

23. 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.

24. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared on Thursday, 20th September, 2018. 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 within two (2) days 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 11th September, 2018 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 Friday, 14th September, 2018 (9.00 A.M.) and ends on Monday, 17th September, 2018 (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. Tuesday, 11th September, 2018 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 & enter 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 on or after 30th June 2016. 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 Corporates.
- 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

Date: August 13, 2018
Place: Jaipur

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

By order of the Board
For Compucom Software Limited

Sd/-
(CS Swati Jain)
Company Secretary

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

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

Item no. 4: -

Dr. Satish Kumar is Retired from his first term as an independent Director after the notification of the Companies Act, 2013 on 24th May 2018. Based on his skills, experience, knowledge and performance evaluation, it is proposed that Dr. Satish Kumar be reappointed for another term of 3 years from 25th May, 2018 to 24th May, 2021 as an Independent Director of the Board.

The Board of Directors of the Company appointed Dr. Satish Kumar as an Additional Director (Independent) of the Company with effect from 25th May, 2018, 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. Satish Kumar is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received a declaration from Dr. Satish Kumar 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. Brief resume of Dr. Satish Kumar, and his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per Secretarial Standard 2 on General Meeting, are provided in the annexure of the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Dr. Satish Kumar be re-appointed as an Independent Director for a term of 3 years commencing from 25th May, 2018. Copy of the draft letter for appointment of Dr. Satish Kumar as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company and will be displayed on the website of the Company. In the opinion of the Board, Dr. Satish Kumar fulfils the conditions specified in the Act and the rules made thereunder and that the he is independent of the management.

Save and Except, Dr. Satish Kumar 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.

ANNEXURE TO THE NOTICE OF 24th AGM

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director who is proposed to be re-appointed at the ensuing Annual General Meeting to be held on Tuesday, 18th September, 2018.

Name of Director	Dr. Satish Kumar
Age	66
Designation	Independent and Non- Executive Director
Expertise in specific functional area	Ph.D holder and great experience in the field of Academics and a retired government officer
Qualification	Ph. D
Directorship in other Companies on 31/03/2018	NIL
Member/Chairman of the Committees of the Board of other Companies as on 31st March, 2018	NIL
No. of shares held in the Company as on 31st March, 2018	NIL
Relationship between Directors inter-se	Independent
No of Board Meeting attended during the year 2017-18	4
Terms and Condition of appointment	Appointed for a term of 3 years started from 25th May, 2018
Remuneration	Director sitting fee for each Board and Committee Meeting.

Date: August 13, 2018
Place: Jaipur

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

By order of the Board
For Compucom Software Limited

Sd/-
(CS Swati Jain)
Company Secretary

Board's Report

To
The Members,
Compucom Software Limited

Your Company have immense pleasure in presenting their 24th Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year ended on March 31, 2018.

Financial Results:

The highlights of the financial results for the financial year 2017-18 are as follows: (Rs. in Lakhs)

Particulars	31.03.2018	31.03.2017
Total Income	4948	5414
Total Expenses	3219	3526
Operating Profit (PBDIT)	**1729**	**1888**
Finance Cost	100	210
Depreciation	1202	1469
Profit before Tax	427	209
Other Comprehensive Income	12	12
Exceptional Items	-	-
Provision for Income Tax including Deferred Tax	131	35
Net Profit after Tax	**308**	**186**
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	0.39	0.24
Without Considering Extraordinary Items	0.39	0.24

Results of Operations:

Total income earned during the year amounted to Rs. 4948 lakhs compared to that of Rs. 5,414 lakhs in the previous financial year. This reflects decrease of Rs. 4,66 lakhs i.e. 8.6% this is due to lower work order received in software segment and completion of one project under learning solutions. The profit before tax has increased from Rs. 209 lakhs in the previous financial year to Rs 427 lakhs in the current financial year.

The Operating Profit during the period under review is Rs. 1729 lakhs as compared to Rs. 1888 lakhs in the previous financial year and the total operating expenses during the year amounted to Rs. 3219 lakhs as compared to Rs. 3526 lakhs in the previous Financial Year.

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 2017-18 was Rs. 401 Lakhs as against Rs 591 Lakhs during the previous financial year. This reflects decrease of 32.15% i.e. Rs. 190 Lakhs. Profit earned from this segment amount to Rs.99 Lakhs as compared to that of Rs. 293 Lakhs during the previous Financial Year, which has resulted in decrease of 66.21% i.e. Rs. 194 Lakhs. The profit is decreased due to completion of companies project iCARE Latest Release- Samsung and Tekmark and no any new project received.

(2) **Learning Solutions**:

Learning Solution Segment mainly comprises ICT Phase III, ICT Bihar, Computer Aided Training Programme and other projects. The Company has covered total 8,223 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 will be a five (5) year project on BOOT model.

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

During the fourth quarter company has been awarded by 3 new projects:

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. 4028 Lakhs as against Rs 4,427 Lakhs during the previous financial year. This reflects decrease of 9.01% i.e. Rs. 399 Lakhs. The revenue is decreased due to completion of ICT Bihar Project. The project period is 5 years from the date of implementation and approximate valuation is Rs. 46.72 Crores, which was completed and new project run from next year.

(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. 141 as compared to Rs. 171 Lakhs during the previous year ended on March 31, 2017 which shows a decrease in the revenue by 17.54% i.e. Rs. 30 Lakhs due to lower generation of units. Profit earned from this segment amount to Rs. 26 Lakhs as compared to that of Rs. 43 Lakhs during the previous Financial Year, which has resulted a decrease of 39.53% i.e. Rs. 17 Lakhs due to variation in generation of unit which is depend on weather.

(4) Treasury Activities:

During the year revenue generated from other sources amounted to Rs. 378 as compared to Rs. 226 Lakhs during the previous year ended on March 31, 2017 which shows an increase in the revenue by 67.26% i.e. Rs. 152 Lakhs.

The following chart depicts revenue generated from operation for the year ended March 31, 2018: -

Details of Subsidiary Companies

The Company has two subsidiary Companies:

Pursuant to provisions of section 129(3) of the Companies Act, 2013 a statement containing salient features of the 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 IX**.

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

(A) ITneer, Inc. is a wholly owned subsidiary Company of Compucom Software Limited. It has earned total revenue of US$ 8,69,716 during the financial year 2017-18 as compared to US $ 12,38,528 in the previous financial year. This reflects a decrease of approx. 29.78% i.e. US $ 3,68,812. The Company has earned profit of US$ 21,305 as compared to the Profit of US $ 51,947 in the previous financial year. The Company is operating out of its own premises in Atlanta, USA. It is headed by Promoter Director Mr. Ajay Kumar Surana. The copy of the audited accounts, together with the independent auditor's report, is provided in a separate Section of this Annual Report.

(B) CSL Infomedia Pvt. Ltd. is subsidiary Company of Compucom Software Limited. It has earned total revenue of Rs. 761 Lakhs during the financial year 2017-18 as compared to Rs. 586 Lakhs in the previous financial year which shows an increase of 29.86% i.e. Rs. 175 Lakhs. The Company has earned Profit of Rs. 236 Lakhs as compared to Rs. 71 Lakhs in the previous financial year which shows an increase of 232.39% i.e. Rs. 165 Lakhs. The Company is mainly operating in multimedia, Content Development, Education TV Segment and Satellite Education. The copy of the audited accounts together with the independent Auditors Report is provided in a separate section of this Annual Report. The company has two TV Channel one **"JAN TV",** Satellite TV channel and "**JAN TV PLUS**" (an Infotainment Channel). Currently it is available on various cable networks across India and also available live on **jantv.in**

Dividend

Keeping the continuous track record of rewarding its shareholders, your Directors are pleased to recommend a dividend @ 5% i.e. Rs. 0.10/- per Equity share of Rs. 2/- each for the Financial Year 2017-18, subject to approval of the shareholders at the ensuing Annual General Meeting.

Dividend declared & paid during last 15 (Fifteen) years:

Financial Year	Dividend Rate
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%

Book Value per Share

Details of Book value during the last 18 (Eighteen) 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**	25,125,000**	2 (10)	22.79
2008-09***	502,50,000***	2	13.1
2009-10	502,50,000	2	14.47
2010-11****	7,91,25,188****	2	12.26
2011-12	7,91,25,188	2	12.97
2012-13	7,91,25,188	2	13.92
2013-14	79125188	2	14.74
2014-15	79125188	2	14.94
2015-16	79125188	2	15.7
2016-17	79125188	2	15.81
2017-18	79125188	2	15.42

**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 20,00,00,000/- authorized Share Capital divided in 10,00,00,000 equity shares of RS. 2/- each. The Company has 15,82,50,376/- paid up share capital.

Fixed Deposits/Deposits from Public

During the financial year 2017-18, 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.

Listing of Shares

Your Company's shares are listed at National Stock Exchange of India Limited (NSE), BSE Ltd (BSE) and Calcutta Stock Exchange Limited (CSE) and the listing fee for the financial year 2018-19 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

Four (4) meetings of Board were held during this financial year. The dates on which the Board Meetings were held are as follows:

May 29, 2017; August 30, 2017; December 12, 2017; February 8, 2018.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and 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 current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board. 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. The Policy is also available on the weblink at compucom.co.in/Policies/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf

Details of appointment of Directors and KMPs and their resignation during the year

Reappointment

During the Year 2017-18 Mrs Trishla Rampuria was re-appointed as she was liable to retire by rotation in the 23rd Annual General Meeting held on 27th September, 2017.

Dr. Satish Kumar was appointed as an Additional Director on the Board of the Company w.e.f. 25th May, 2018, and subject to the approval of the members at the ensuing Annual General Meeting and his appointment is being regularized as Independent and Non-Executive Director on the terms and conditions as mentioned in the resolution of Notice.

The brief resume and other details of the Director seeking re-appointment in the forthcoming Annual General Meeting, in Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Annual General Meeting notice.

Mr. Shubh Karan Surana is liable to retire by rotation in the ensuing Annual General Meeting and he doesn't want to re-appoint.

Retirement

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

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 policy under which the employees, directors and other stakeholders are free to report matters such as generic grievances, corruption, misconduct, fraud, misappropriation of assets and non-compliance of code of conduct to the Company. The policy safeguards the whistle blowers to report concerns 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 Policy is available on the weblink compucom.co.in/Policies/VIGIL%20MACHANISM%20POLICY.pdf

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 2017-18

- Number of complaints received: NIL
- Number of complaints disposed off: NIL

Declaration of independence by directors

The Independent Directors of the Company, viz. Mr. Rajendra Prasad Udawat, Dr. Anjila Saxena, Mr. Ghisa Lal Chaudhary, Dr. Satish Kumar 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Committees

Currently, the Board of the Company has four sub-committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholder's 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

During the year, the Company spent 19.12 Lakhs (around 2.82% 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

As per the provisions of Schedule IV of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, the formal annual evaluations need to be made by the Board of its own performance, that of its committees and individual directors..

The evaluation of all the Directors, committees and Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance report section in this Annual Report as **Annexure VIII**. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

Familiarization Programme and Training to Independent Director

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

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

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

The details of familiarization programs given to the Independent Directors during the Financial Year 2017-18 are as follows:

Name	Industry/Market Technology trends	Visit and introduction to Solar Plant Project	Visit and Familiarization to CIITM	Completion and Future outlook	Total hours
Mr. R.P. Udawat	1	1.5	1.5	1	5
Dr. AnjilaSaxena	1	1.5	1	0.5	4
Mr. G.L. Chaudhary	1	1.5	0.5	1	4
Dr. Satish Kumar	1	1.5	1.5	1	5

Internal financial control systems

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The Audit Committee reviews adherence to internal financial control systems and internal audit reports. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

Loans, guarantees and investments in securities by the company

During the Financial Year Company has not give any Loan, Provide any Guarantee and Security. Particulars of the Investments made are provided in the standalone financial statement Please refer Note 6 to the standalone financial statement.

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, 2018**.**

Statutory Auditors and Auditors' Report

The Auditors Report to the shareholders for the Financial Year 2017-18 given by the M/s Sapra & Co. does not contain any observation and qualification.

No frauds have been reported by the Auditors under Section 143(12) of the Companies Act, 2013 requiring disclosure in the Board's Report.

M/s Sapra & Co., Chartered Accountants (FRN:003208C), appointed as Auditor of the Company in the 23rd Annual General Meeting for five Consecutive years i.e. till the 28th Annual General Meeting 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 Meting as per section 139(1) of the Companies Act 2013 which was ommited by the Companies (Amendment) Act 2017 w.e.f. 5th May 2018 as per notification S.No. 1833(E)

Secretarial Audit Report

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

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made thereunder, M/s V. M. & Associates, Company Secretaries, was appointed as Secretarial auditors to conduct the secretarial audit of the Company for the financial year 2017-18.

A Secretarial Audit Report issued by M/s V. M. & Associates, Company Secretaries, (FRN:P1984RJ039200), in respect of the secretarial audit of the Company for the financial year ended March 31, 2018, is given as **Annexure II** to this Report. The Report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The Secretarial Audit report for the financial year ended March 31, 2018 is self-explanatory and does not call for any further comments.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit for the financial year 2018-19.

Internal Audit Report

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

In consonance with the requirements of Section 138 of the Companies Act, 2013 and rules made there under, Mrs. Garima Gupta, Chartered Accountant, Jaipur, was appointed to conduct the internal audit of the Company for the financial year 2017-18.

The Board has reappointed Mrs. Garima Gupta, Chartered Accountant, Jaipur as an Internal Auditor of the Company in its meeting held on May 29th, 2018 to carry out internal audit for the financial year 2018-19.

Corporate Governance Report

The Company is committed to observe good corporate governance practices. The report on Corporate Governance for the financial year ended March 31, 2018, as per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Annual Report as **Annexure VIII**. The requisite certificate from auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed to this Annual report.

Management Discussion and Analysis Report

Statements in Management Discussion and Analysis of Financial Conditions and Results of Operations of the Company describing the Company's objectives, expectations or predictions. Management Discussion and Analysis Report forms as part of this Annual Report as **Annexure VII.**

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**.

Change in KMP

During the Financial Year 2017-18 there is no any changes in KMP

Transactions 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 ordinary course of business and on an arm's length basis and 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 upto 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 of the Companies Act, 2013 read with Rules made there under is annexed to this Report as **Annexure VI.**

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

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend due for refund which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend/unclaimed account is required to be transferred by the company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. During the year 2017-18, Rs. 89,754/- was transferred to Investor Education and Protection Fund.

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.

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 and continues to implement the certification quality level in its operation.

Risk Management

The Company has developed and implemented a Risk Management policy which encompasses practices relating to identification, assessment, monitoring and mitigation of various risks to key business objective. The risk Management frame work of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunity effectively. The Policy is available on the weblink compucom.co.in/Policies/ RISK%20MANAGEMENT%20POLICY.pdf

Material Changes affecting the Company

During the Financial Year 2017-18 Company intends to venture into hospitality Industry and necessary steps are being undertaken in this regard and the Board of the Company approved the capital expenditure of upto Rs. Twenty-Five Crores (25,00,00,000) for venturing into star rating Hotel Business.

Code of Conduct

In compliance with Regulation 26(3) of the SEBI (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 (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 the weblink compucom.co.in/Policies/ CODE%20OF%20CONDUCT%20FOR%20BOARD%20MEMBERS%20&%20SENIOR%20MANAGEMENT.pdf

Cost Records

In Compliance with Regulation prescribed by the Central Government under section 148(1) of the Act, the Company maintained Cost Records for activity related to Education and Wind Power Generation.

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 compucom.co.in/Policies/CODE%20OF%20CONDUCT%20TO%20REGULATE, %20MONITER%20AND%20REPORT%20TRADING%20BY%20INSIDERS.pdf

Credit Rating

During the year, the Company's credit rating for long-term bank facilities were upgraded by one notch up from CARE BBB- (Triple B Minus) to CARE BBB+ (Triple B Plus), which denotes adequate degree of safety regarding timely servicing of financial obligations. Moreover, short-term bank facilities were CARE A3 (A Three) , which denotes strong degree of safety regarding timely servicing of financial obligations

Directors' Responsibility Statement

Based on the framework of internal financial controls established and maintained by the company, reviews performed by management in concurrence with the Audit committee, the Company's internal financial controls were adequate and effective as on 31st March, 2018.

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;

(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;
Explanation. —For the purposes of this clause, the term "internal financial controls" means the policies and procedures adopted by the company 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;

(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

No other disclosure are required as per Companies Act, 2013 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

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.

By order of the Board

For Compucom Software Limited

Sd/-	Sd/-
(Surendra Kumar Surana)	**(Shubh Karan Surana)**
Managing Director & CEO	Director
(DIN:-00340866)	(DIN:- 00341082)

Place: Jaipur,
Date: August 13, 2018

Annexure I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2017-18

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. • **Environment Friendly:** Promotes volunteer reduction in consumption of paper through programs like double side printing, reduced scale printing and reusing one sided paper. Same types of innovative efforts are done in reducing usage of water and electricity. Plantation using the waste water is one of the key highlights. • **Eradicating extreme hunger and poverty:** Your Company has contributed to "HARE KRISHNA MOVEMENT"-AKSHAY PATRA who helps in support to Mid-day meal program for under-privileged children studying in Government schools and also it helps in support to economic meal program for poor people. • **Promotion of Education:** The company has contributed about Rs. 15 Lakhs approx towards Lab Installation in Govt. Schools, which will help to improve education level of rural background students. The Company also undertakes other need based initiatives in compliance with Schedule VII to the Act. The CSR Policy may be accessed on the weblink compucom.co.in/Policies/CSR%20POLICY.pdf
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 Mrs. Trishla Rampuria, non-executive director. 1. TrishlaRampuria: Non Independent & Non-Executive 2. Surendra Kumar Surana: Managing Director & CEO 3. Satish Kumar: Independent & Non Executive
3	Average net profit of the Company for last three financial years.	6,77,24,367/-
4	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	13,54,487/-
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	 13,54,487/- Not Applicable 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 I. Local area or other II. Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure up to the reporting period	Amount Spent: direct/ through implemen-ting agency
1.	**Children Welfare**	Children Welfare	Jaipur District Area and other District (Rajasthan)	24000	24000	54000	Directly
2.	**Promotion of Primary Education**	Promotion of Education	Jaipur District Area (Rajasthan)	297000	296100	896100	Directly
3.	**Promotion of Higher Education**	Promotion of Higher Education	Jaipur District Area (Rajasthan)	1034000	1617780	7359605	Directly
			Total	1355000	1937880	8309705	

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

By order of the Board

For Compucom Software Limited
Sd/-
(Surendra Kumar Surana)
Managing Director & CEO
(DIN:-00340866)
Place: Jaipur
Date: May 29, 2018

Sd/-
(Mrs. Trishla Rampuria)
Chairperson of Corporate Social Responsible Committee
(DIN:- 07224903)

Annexure II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2018

[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, 2018 ('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, 2018 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;**(Not applicable to the Company during the Audit Period)**

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

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

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;**(Not applicable to the Company during the Audit Period)**

(i) 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 Ltd. 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. as 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. There were no changes in the composition of the Board of Directors during the period under review.

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 not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Jaipur
Date: May 29, 2018

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 29, 2018

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

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

CONSERVATION OF ENERGY

The nature of the Company's operation is not energy intensive and entails low level of energy consumption. However, significant measures are being taken for the conservation of energy and the management is constantly evaluating new technologies and investing in the infrastructure to make more energy efficient.

I. Steps taken for conservation of energy: -

Significant measures have been taken to reduce energy consumption by using energy-efficient equipment's include:

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

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

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

RESEARCH & DEVELOPMENT (R&D)

(a) Our efforts in R&D have helped us offer new services to clients in the areas of software Engineering, convergence, Knowledge- driven information system, Security and Privacy, and Distributed Computing. Education and Software development being the main focus of the Company. Compucom lays emphasis on the research and development activities and is continuously improving its business by research and development. The Company has laid out training programs to improve and upgrade skills of its employees to keep pace with the changing market scenario. The Company is undertaking software assignments, which involves lot of research work, during various phases of software development life cycle. Continual infusion of new technology need research activities during its absorption and usage. The Company takes every measure to adopt newer methodologies in software development business.

(b) Specific areas in which R & D carried out by the Company
Software products development, inter-operability of multiple operating systems, telecom, CRM, VOIP, E-Governance are the areas in which Company performs research and development activities.

(c) Benefits derived as a result of R & D
Our research labs are well equipped and are instrumental in providing expertise in the areas of software performance solutions, testing, prototype developments and providing end to end solutions to the clients to suit their requirement. Research and development activities have helped in providing new and better solutions to the customers. R&D activities help in enhancing technical skills, which are critical for providing the end-to-end solutions to the clients.

(d) Future plan of action
Your Company lays emphasis on continuous research and development activities. Future benefits are expected to flow in from initiatives undertaken during the year. The Company continues to focus its efforts on innovations in software development processes and other IT related projects.

(e) Expenditure on R & D:
The Company's R&D activity is part of its normal software development activities and is a continuous process. Company is not having the separate R & D department so it will not be prudent to assign capital and recurring expenses specifically to the research and development activities.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

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

(a) Efforts made towards technology absorption, adaptation and innovation:
Company lays greater emphasis on technology absorption and innovations as the Company is engaged in the business marked with rapid technology changes and obsolescence. Company strives to keep pace with the rapid changes and adopt new technologies periodically to be in line with competitive market conditions.

(b) Benefits derived as a result of the above efforts:
The adoption of the latest technology and innovative ideas has enabled your Company to have an edge on others due to higher productivity, better services, and increased consumer confidence. It also has enabled the Company to come out with innovative ideas so as to explore new areas of generating the revenue.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

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

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

During the financial year 2017-18, the revenue derived from export activities was Rs. 275.80 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.

(b) Total Foreign Exchange Earnings and Outgo:

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

Foreign Currency Inflow:(Export): Rs.2,75,79,538 /- (Previous year Rs. 477,06,525/-)

Foreign Currency Outflow (Import): NIL (Previous year: NIL)

Other expenses incurred in foreign currency on manpower, administrative and marketing expenses: NIL (Previous year: 27,366/-)

By order of the Board

For Compucom Software Limited
Sd/-
(Surendra Kumar Surana)
Managing Director& CEO
(DIN:-00340866)
Place: Jaipur
Date: August 13, 2018

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

Annexure IV

Particulars of contract / arrangements made with related parties

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 relate 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

Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangements/ transactions	Duration of Contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
CSL Infomedia Pvt. Ltd (Subsidiary)	Leasing/renting of property	3 years (1st April, 2017 to 31st March, 2020)	2,17,800/- per year including all the expenses	29th May, 2017	NIL
Rishab Infotech Pvt. Ltd. (Enterprises over which KMP exercise significant influence)	Leasing/renting of property	3 years (1st April, 2017 to 31st March, 2020)	43,560/- per year including all the expenses	29th May, 2017	NIL
Sambhav Infotech Pvt. Ltd. (Enterprises over which KMP exercise significant influence)	Leasing/renting of property	3 years (1st April, 2017 to 31st March, 2020)	43,560/- per year including all the expenses	29th May, 2017	NIL
Compucom (India) Pvt. Ltd. (Enterprises over which KMP exercise significant influence)	Leasing/renting of property	3 years (1st April, 2017 to 31st March, 2020)	43,560/- per year including all the expenses	29th May, 2017	NIL

By order of the Board
For Compucom Software Limited
Sd/-
(Surendra Kumar Surana)
Managing Director & CEO
(DIN:-00340866)
Place: Jaipur
Date: August 13, 2018

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

Annexure V

Information as per Rule 5(1) of the Companies

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

i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2017-18:

Name of Director's and KMP	Remuneration and Sitting Fees	% increase in remuneration in the financial year	Ratio of remuneration to median remuneration of employees
Mr. Surendra Kumar Surana, Managing Director & CEO	18,00,000	N.A.	19.27
Mr. Shubh Karan Surana	33,000#	N.A.	N.A.
Mr. Ajay Kumar Surana	9,000#	N.A.	N.A.
Mrs. Trishla Rampuria	12000#	N.A	N.A
Dr. Satish Kumar*	24,000#	N.A.	N.A.
Mr. Rajendra Prasad Udawat	33,000#	N.A.	N.A.
Mr. Ghisa Lal Chaudhary	30,000#	N.A.	N.A.
Dr. Anjila Saxena	12,000#	N.A.	N.A.
Mrs. Swati Jain, Company Secretary	155641	12.12%	1.67
Mr. Sanjeev Nigam, CFO	670966	5.06%	7.18

*Appointed as an Additional Director w.e.f May 25th, 2018 and regularized as Director in the ensuing Annual General Meeting.
Director Sitting Fees

ii) The percentage Decrease in the median remuneration of employees in the financial year 2017-18:
32.29% (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: 366 as on March 31, 2018.

iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

- Average increase in remuneration of employees excluding KMPs: 8.50%
  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.

By order of the Board

For Compucom Software Limited
Sd/-
(Surendra Kumar Surana)
Managing Director& CEO
(DIN:-00340866)
Place: Jaipur
Date: August 13, 2018

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

Annexure VI

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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	72291	88%

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)
2	Itneer, Inc. USA	Not Applicable	Subsidiary	100	2(87)

IV SHAREHOLDING 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				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3026358	0	3026358	3.82	3057061	0	3057061	3.86	0.04
b) Central Govt.	0	0	0	0		0	0	0	0
c) State Govt.	0	0	0	0		0	0	0	0
d) Bodies Corporates	53383089	0	53383089	67.47	51535428	0	51535428	65.14	(2.33)
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)	56409447	0	56409447	71.29	54592489	0	54592489	69.00	2.29
(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
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

(i) Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	56409447	0	56409447	71.29	54592489	0	54592489	69.00	2.29
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	10500	10500	0.01	3	10500	10503	0.01	0
C) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital 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)									
SUB TOTAL (B)(1):	0	10500	10500	0.01	3	10500	10503	0.01	0
(2) Non Institutions									
a) Bodies corporates									
i. Indian	2123014	21515	2144529	2.71	1919279	21515	1940794	2.45	(0.26)
ii. Overseas	0	675000	675000	0.85	0	675000	675000	0.85	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	12887561	663490	13551051	17.13	15073552	640120	15713672	19.86	2.73
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	2625153	60000	2625153	3.32	2508419	0	2508419	3.17	(0.15)
d) Others (specify)									
i) NBFC Registered with RBI	5000	0	5000	0.01	5100	0	5100	0.01	0
ii)Trust & Foundations	2805329	0	2805329	3.55	2796429	0	2796429	3.53	(0.02)
iii)Non Resident Individual	521929	377250	899179	1.14	510032	372750	882782	1.12	(0.02)
SUB TOTAL (B)(2):	20907986	1797255	22705241	28.69	22813441	1708755	24522196	31	2.31
Total Public Shareholding (B)= (B)(1)+(B)(2)	20907986	1807755	22715741	28.71	22813444	1719255	24532699	31	2.29
C. Shares held by Custodian for GDRs & ADRs	0		0	0	0	0	0	0	0
Grand Total (A+B+C)	77317433	1807755	79125188	100	77405933	1719255	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	17807715	22.51	0	17220294	21.76	0	(0.74)
3	Compucom Technologies Pvt limited	15677930	19.81	0	14417690	18.22	0	(1.59)
4	Surendra Kumar Surana	2068508	2.61	0	2034711	2.57	0	(0.04)
5	Ajay Kumar Surana	775500	0.98	0	840000	1.06	0	0.08
6	Shubh Karan Surana	182350	0.23	0	182350	0.23	0	0
	Total	56409447	71.29	0	54592489	69	0	2.29

(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	15677930	19.81		
	Sale from 1st April 2017 to 30th June 2017	1068036	1.35		
	Sale from 1st July 2017 to 30th September 2017	238714	0.3		
	Sale from 1st October 2017 to 31st December 2017	77130	0.1		
	Acquisition from 1st January 2018 to 31st March 2018	123640	0.16		
	At the end of the Year			14417690	18.22
2	Rishab Infotech Private Limited				
	At the beginning of the year	17807715	22.51		
	Sale from 1st April 2017 to 30th June 2017	298000	0.38		
	Sale from 1st July 2017 to 30th September 2017	60200	0.08		
	Sale from 1st October 2017 to 31st December 2017	229221	0.29		
	At the end of the year			17220294	21.76
3	Surendra Kumar Surana				
	At the beginning of the year	2068508	2.61		
	Sale from 1st April 2017 to 30th June 2017	21670	0.03		
	Sale from 1st July 2017 to 30th September 2017	13897	0.02		
	Sale from 1st October 2017 to 31st December 2017	331	0.0004		
	Acquisition from 1st January 2018 to 31st March 2018	2101	0.003		
	At the end of the Year			2034711	2.57
4	Ajay Kumar Surana				
	At the beginning of the year	775500	0.98		
	Acquisition from 1st January 2018 to 31st March 2018	64500	0.08		
	At the end of the Year			840000	1.06

(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	Tekmark Global Solutions LLC	525000	0.66	525000	0.66
2	Jitendra Anil Pandit	0	0	370000	0.47
3	Purushotttam Madanlal Bagaria	350000	0.44	350000	0.44
4	Nemi Chand	183000	0.23	183000	0.23
5	Bhansali Fincom Pvt Ltd	215300	0.27	182300	0.23
6	Santosh Bagaria	152195	0.19	152195	0.19
7	Excom Inc	150000	0.19	150000	0.19
8	Sharad Dal Patrai Trivedi	148338	0.19	148338	0.19
9	Usha Sunil Bagaria	142500	0.18	142500	0.18
10	Stephen C Viehmen	135000	0.17	135000	0.17
11	Savitha S	125000	0.16	125000	0.16
12	Sanjay Narula	138750	0.18	0	0

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

(v) Shareholding of Directors & KMP

Sl. No.	For Each of the Directors & KMP	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Surendra Kumar Surana				
	At the beginning of the year	2068508	2.61		
	Sale from 1st April 2017 to 30th June 2017	21670	0.03		
	Sale from 1st July 2017 to 30th September 2017	13897	0.02		
	Sale from 1st October 2017 to 31st December 2017	331	0.0004		
	Acquisition from 1st January 2018 to 31st March 2018	2101	0.003		
	At the end of the Year			2034711	2.57
2	Ajay Kumar Surana				
	At the beginning of the year	775500	0.98		
	Acquisition from 1st April 2017 to 30th June 2017	64500	0.08		
	At the end of the year			840000	1.06
3	Shubh Karan Surana				
	At the beginning of the year	182350	0.23		
	At the end of the year			182350	0.23
4	Trishla Rampuria				
	At the beginning of the year	105150	0.13		
	Sale from 1st Oct 2017 to 31st Dec 2017	49000	0.06		
	At the end of the Year			56150	0.07
5	Sanjeev Nigam (CFO)				
	At the beginning of the year	0	0		
	Acquisition from 1st Jan 2018 to 31st March 2018	200	0.0003		
	At the end of the year			200	0.0003
6	Swati Jain (CS)				
	At the beginning of the year	100	0.0001		
	At the end of the year			100	0.0001

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	63801888			63801888
ii) Interest due but not paid				
iii) Interest accrued but not due	914146			914146
Total (i+ii+iii)	64716034			64716034
Change in Indebtedness during the financial year				
Additions				
Reduction	61605943			61605943
Net Change	61605943			61605943
Indebtedness at the end 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

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		
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock option		
3	Sweat Equity		
4	Commission		
	as % of profit		
	others (specify)		
5	Others, please specify		
	Total (A)	18,00,000	18,00,000
	Ceiling as per the Act		

B. Remuneration to other Directors:

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors	Satish Kumar	R.P.Udawat	G.L Cahudhary	Anjila Saxena	
	(a) Fee for attending board and committee meetings	24,000	33,000	30,000	12,000	99,000
	(b) Commission					
	(c) Others, please specify					
	Total (1)	24,000	33,000	30,000	12,000	99,000

Sl.No	Particulars of Remuneration				Total Amount
2	Other Non Executive Directors	Shubh Karan Surana	Ajay Kumar Surana	Trishla Rampuria	
	(a) Fee for attending Board & committee meetings	33,000	9,000	12,000	54,000
	(b) Commission				
	(c) Others, please specify.				
	Total (2)	33,000	9,000	12,000	54,000
	Total Managerial Remuneration				1,53,000
	Overall Ceiling as per the Act.				

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**	
		Swati Jain	**Sanjeev Nigam**	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1,55,641	6,70,966	8,26,607
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	as % of profit			
	others, specify			
5	Others, please specify			
	Total	**1,55,641**	**6,70,966**	**8,26,607**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2017.

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					
Punishment			None		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

By order of the Board

For Compucom Software Limited

Sd/-
(Surendra Kumar Surana)
Managing Director& CEO
(DIN:-00340866)
Place: Jaipur
Date: August 13, 2018

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

Annexure VII

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

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

A. **Business Environment and outlook-** The Company operates in areas like e-governance projects, ICT education projects, software design & development,electronic Media, IT &media training and learning solutions, wind power generation etc. Compucom range of services includes 24X7 customer service centers. Customers are looking for service-providers who can offer them services, which are cost-effective, possess domain expertise and can handle greater complexity and program management responsibility and capabilities on technology that can result in productive gains. The Company targets new customer segments and market verticals. The Company operates mainly in software export business.

B. **Opportunities and Threats:**

(1) **Opportunities:**

(i) **ICT in Govt. Schools:**India is one of the world's largest education markets, with 445mn of the 1.3bn population comprising the target group (5-20 ages) of the education sector. The 'ICT in schools' scheme is a window of opportunity to bridge the digital device gap in India. The scheme is a comprehensive initiative to open new vistas of learning and provide a level playing field to school students of rural areas. Compucom is a passport for fulfilling career in computer literacy, providing students with hands-on courses to stay abreast with the requirements of the IT world and moreover Compucom is one of the prominent players for *ICT School* and "*SarvaShikshaAbhiyan"*, which are projects of Government of India. Compucom undertakes large projects that are similar in nature with a turnkey project, from setting-up of computer labs to imparting computer education and other computer aided learning programme 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

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

(ii) **Software & E-governance Services**: Traditionally the company has been focusing on software export market but the way India is emerging as a power house economy, many more software service opportunities in Government sector are emerging in areas of power utilities, Education, Rural Development, Infrastructure Development, etc. 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.

(iii) **Media Services:**Your company's subsidiary CSL Infomedia Pvt. Ltd. has successfully completed sixth 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 across Rajasthan, Bihar and Jharkhand including SITI Cable Network, DEN Cable Network, Radiant Digitek Network,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. Radiant

Digitek Network 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.

(iv) **Hospitality Sector:** Since the Indian tourism & hospitality industry has emerged as one of the key drivers of growth among the services sector in India. The Jaipur is the preferred destination of domestic as well as international tourists. Therefore, it has been 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 having investment of Rs.25 crores Approx. This project has been partly funded by the State Bank of India.

(2) Threats:

(i) **Competitive pressures:**IT is one sector that is spreading its wing fast throughout the world and India is becoming a preferred destination for global IT players. As a result the competitive pressure is intensifying. The Company has to operate in this competitive scenario and acquire a grip on the market to hold its foot firmly and upkeep the brand name.

(ii) **Talent supply constraint:**Both, the IT as well as the manufacturing sector seek Talent. This increases the cost of the talent. The Company has to ensure that it acquires good talent and retains it in order to constitute its major competitive edge. The Company maintains excellent work environment and competitive package for this purpose.

(iii) **Technology Obsolescence:**These are the days when technology takes no time to become obsolete. Thus, to be at par with its competitors the company has to ensure that it constantly updates and upgrades its technology.

(iv) **Exchange Rates:**Since the company uses India as a major source of manpower, the exchange rate of the rupee vis-à-vis the US-dollar and other currencies affect its ability to compete. The Company attempts to minimize the foreign exchange exponent by taking appropriate measures wherever required.

(v) **Government Policies:**As and when there is a change in the Government, there might be a change in its policies too. Any adverse changes in its policies may affect the business operations of the Company.

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

C. **Segment-wise or product wise performance:**Detailed information about segment performance has been given in the Financial Statements. See the Financial Statements – Notes on Accounts, Note No. 14.

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

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

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

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

(i) Financial condition:

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

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

Particulars	31.03.2018	31.03.2017	Particulars	31.03.2018	31.03.2017
Profit & Loss Account	7454.78	7254.08	Gross Block	19108.42	18958.38
General Reserves	1484.79	1484.79	Accumulated depreciation	16942.32	15745.4
Securities Premium	1352.96	1352.96	**Net Fixed Assets**	2166.10	3212.98
Capital Reserve	209.22	209.22	Total Revenue/Net Block	2.28	1.68
Other Comprehensive Income	23.76	11.83			
Total	10525.51	10312.88	**Acc.Dep. as % of Gross Block**	88.66	83.05

2. **Investments:** The details of investment made by the company are as under: **(Rs. in Lakhs)**

Particulars	31.03.2018	31.03.2017
Equity Investments in ITneer Inc.(100% subsidiary)	439.24	439.24
Equity Investments in CSL Infomedia Pvt Ltd.	455.00	455.00
Equity Shares	2.84	0.98
Investments in Mutual Funds	57.88	4.46
Other Investments	15.94	14.67
Total	**970.90**	**914.35**

3. **Non-Current &Current Liabilities:** **(Rs. In Lakhs)**

Long-Term Borrowings	0.00	21.96
Deferred Tax Liabilities (Net)	0.00	200.11
Other Long Term Liabilities	630.15	630.10
Long-Term Provisions	67.32	64.69
Short-Term Borrowings	280.90	721.34
Trade Payables	95.76	133.56
Other Current Liabilities	304.39	893.30
Short-Term Provisions	1169.67	1200.28
Total	**2548.19**	**3865.34**

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

Long Term Loans and Advances	693.68	664.70
Other Non-Current Assets	843.05	847.33
Deferred Tax Assets (Net)	89.45	0.00
Total	**1626.18**	**1512.03**

5. **Current Assets:** **(Rs. in Lakhs)**

Trade Receivable	4639.19	6387.69
Cash and Bank Balances	3306.07	2458.14
Short Term Loans and Advances	1757.81	1275.54
Stock in trade	189.96	-
Total	**9893.03**	**10121.37**

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

II) Financial Review:s

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

Particulars	31.03.2018	31.03.2017
Software & E-Governance Services - Overseas	275.80	477.07
Domestic	125.22	113.61
Learning Solution	4028.32	4427.04
Wind Power Generation	140.70	170.73
Other Income	377.83	225.52
Total	**4947.87**	**5413.97**

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, providing computer education to general public through Franchisees and Authorized Business Associates (ABA's) and IT finishing school.

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

C. **Wind Power Generation:** The Company has set up five wind power plants two in Sikar and two in Jaisalmer, Rajasthan and one in Krishna, Andhra Pradesh. Enercon [Wind World] India Limited now renamed as Wind World India takes care of the wind power project for the company and deals on behalf of the company with all regulatory bodies.

D. **Foreign Exchange Risks/ Exposures:** The Company operates from India with execution facilities in USA. A significant portion of revenue, expenses related to Software business is carried out in US foreign exchange exposure for the last two years is mentioned below:

(Rs. in Lakhs)

Particulars	**31.03.2018**	**31.03.2017**
Revenue in Foreign Currency	275.80	477.07
Revenue Expenses in Foreign Currency	-	0.27
Capital Expenses in Foreign Currency	-	-
Net Exchange Earning	**275.80**	**476.8**

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

Particulars	**31.03.2018**	**% of Total Revenue**	**31.03.2017**	**% of Total Revenue**
Total Revenue	4947.87	100.00	5413.97	**100.00**
Expenses				
Manpower Expenses	506.53	10.24	511.40	9.45
Learning Solution Execution Charges	1097.68	22.18	1102.61	20.37
Administrative & Other Expenses	1614.37	32.63	1911.80	35.31
Finance Cost	100.20	2.03	209.55	3.87
Depreciation	1202.28	24.30	1469.26	27.14
Profit Before Tax	426.81	8.63	209.35	3.87
Exceptional Items	0.00	0.00	0.00	0.00
Provisions For Income Tax	130.87	2.64	34.93	0.65
Other comprehensive income	11.93	0.24	11.83	0.22
Profit After Tax	**307.87**	6.22	**186.25**	3.44

(iii) **Interest:** The Company relies on the internal accruals and/or term loans for financing the IT/ ICT projects awarded by the Government. Interest paid during the year amounted to Rs. 64.26 Lacs and Company has not defaulted in the payment of principal and interest during the year.

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

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

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

Number of Employees: The Company had 366 permanent employees on its pay roll as on 31st March 2018.

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

By order of the Board
For Compucom Software Ltd.

Sd/-
Surendra Kumar Surana
Managing Director & CEO
(DIN: 00340866)
Jaipur
August 13, 2018

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

Annexure VIII

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2017-18

Pursuant to Regulation 34(3) of SEBI (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's corporate governance philosophy has been further strengthened through our Business Excellence Model, the Code of Conduct for Prohibition of Insider Trading and Code of conduct to regulate, monitor and report trading by insiders.

The Company has adopted the requirements of Corporate Governance stipulated under the SEBI (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. As on 31st March, 2018, there are Eight Directors on the Board of the Company. Independent Directors are professional with high credentials who actively contribute in the deliberation of Board covering strategic matters and decision making.

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

Name of the Director	Designation	Category	DIN
Mr. Surendra Kumar Surana	Managing Director	Executive Promoter Director	00340866
Mr. Shubh Karan Surana	Director	Non-Executive Promoter Director	00341082
Mr. Ajay Kumar Surana	Director	Non-Executive Promoter Director	01365819
Mrs. Trishla Rampuria	Director	Non-Executive & Non Independent Director	07224903
Mr. Ghisa Lal Chaudhary	Director	Non-Executive & Independent Director	03602194
Mr. Rajendra Prasad Udawat	Director	Non-Executive & Independent Director	00341110
Dr. Satish Kumar	Additional Director	Non-Executive & Independent Director	07517644
Dr. Anjila Saxena	Director	Non-Executive & Independent Director	02353483

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

4 (Four) Board Meetings were held during the Financial Year from April 1, 2017 to March 31, 2018 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, 2017; August 30, 2017; December 12, 2017; February 08, 2018.

The Annual General Meeting for the Financial year 2016-17 was held on 27th September, 2017.

The necessary quorum was present for all the meetings.

Name of the Director	Category	No. of Board Meetings (During the year)		Whether last AGM attended
		Held	Attended	
Mr. Shubh Karan Surana	NED	4	4	Yes
Mr. Ajay Kumar Surana	NED	4	3	No
Mr. Surendra Kumar Surana	ED	4	3	Yes
Mrs. Trishla Rampuria	NED	4	2	No
Dr. Anjila Saxena	NED : I	4	3	No
Mr. Rajendra Prasad Udawat	NED : I	4	4	Yes
Mr. Ghisa Lal Chaudhary	NED : I	4	4	Yes
Dr. Satish Kumar*	NED : I	4	4	Yes

NED: Non-Executive Director ED: Executive Director I: Independent Director

* Re-appointed as an Additional Director w.e.f. May 25, 2018 and to be regularized as Director (Independent) in the ensuing Annual General Meeting.

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

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

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

(iv) Number of Board or Board Committee of which a Director is a member or Chairperson (Only the membership(s) of Audit Committee and Stakeholder Relationship Committee other than Compucom Software Limited considered as per Regulations of SEBI (Listing Obligation s and Disclosure Requirements) Regulations, 2015).

Name of the Director	Number of other Company's Directorships	Number of other Committee Membership(s)	Number of other committees in which the director is Chairperson
Mr. Shubh Karan Surana	5	Nil	Nil
Mr. Ajay Kumar Surana	8	Nil	Nil
Mr. Surendra Kumar Surana	5	Nil	Nil
Mr. Rajendra Prasad Udawat	1	Nil	Nil
Dr. Anjila Saxena	Nil	Nil	Nil
Mr. Ghisa Lal Chaudhary	Nil	Nil	Nil
Mrs. Trishla Rampuria	Nil	Nil	Nil
Dr. Satish Kumar*	Nil	Nil	Nil

* Re-appointed as an Additional Director w.e.f. May 25, 2018 and to be regularized as Director in the ensuing Annual General Meeting.

Note: Excluding 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(v) 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 company, 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, 2018.

(vi) Non-Executive Directors' Shareholding: (As on March 31, 2018)

Name of the Director	No. of Shares held	% of Paid up capital
Mr. Shubh Karan Surana	1,82,350	0.231
Mr. Ajay Kumar Surana	8,40,000	1.06
Mrs. Trishla Rampuria	56150	0.071

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

(vii) 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.

(viii) None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

(ix) 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.

(x) 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.

(xi) The details of familiarization programs imparted to Independent Directors is disclosed on the Company's website at the following link compucom.co.in/AnnualReports/Independent%20familiarisation%Programme.pdf.

(xii) 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 SEBI (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.

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:

There has been no change in the composition of the Audit Committee during the year. The constitution of Committee is in compliance with the provisions of Regulation 18 of the SEBI (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.

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, 2018:

The Audit Committee of the Company consists of three Non-Executive Directors out of which two are Independent Directors. The Committee is headed by Mr. Rajendra Prasad Udawat, Independent Director of the Company. The Company Secretary acts as the secretary to the audit committee.

Number of Meetings Held:

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

May 29, 2017; August 30, 2017; December 12, 2017 and February 08, 2018.

The table below sets out the composition and attendance of the Audit Committee Meetings for the year 2017-18

Name	Category	No. of Meetings held during the year 2017-18	No. of Meetings attended during the year 2017-18
Mr. Shubh Karan Surana	Non-Independent, Non-executive/Chairman	4	**4**
Mr. Rajendra Prasad Udawat	Independent, Non-executive/ Member	4	**4**
Mr. Ghisa Lal Chaudhary	Independent, Non-executive/ Member	4	**4**

The necessary quorum was present in all the Meetings.

The Audit Committee Meetings are usually held at the corporate 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 and representative of Chief Internal Auditors. The operations heads are invited to the Meetings as and when required.

ii). Nomination and Remuneration Committee: -

The Company had a Nomination and Remuneration Committee of Directors pursuant to the provision of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the composition of the Nomination and Remuneration Committee during the year.

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.

Composition of the Nomination and Remuneration Committee as on March 31, 2018:

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.

Number of Meetings Held:

During the year, 1 **(One)** meeting of Nomination and Remuneration Committee was held on the following date:

May 29, 2017.

The table below sets out the Composition and attendance at the Nomination and Remuneration Committee meeting during the year 2017-18

Name	Category	No. of Meetings held during the year 2017-18	No. of Meetings attended during the year 2017-18
Mr. Ghisa Lal Chaudhary	Independent, Non-executive/Chairperson	1	1
Mr. Shubh Karan Surana	Non-Independent, Non-executive/Member	1	1
Dr. Satish Kumar*	Independent Non-executive/Member	1	1

* Re-appointed as an Additional Director w.e.f. May 25, 2018 and to be regularized as Director in the ensuing Annual General Meeting.

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, inter-personal relations with other Directors, meaningful and constructive contribution and inputs in the Board/Committee

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 SEBI (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: -

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

Name and Designation of Compliance Officer: Mrs. 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, 2018:

The Stakeholders' Relationship Committee of the company consists of three Non-Executive Directors out of which one is Independent Director. The Committee is headed by Mr. Rajendra Prasad Udawat, Independent Director.

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 30, 2017 and February 08, 2018

The table below sets out the Composition and attendance of the Stakeholder Relationship Committee meeting during the year 2017-18

Name	Category	No. of Meetings held during the year 2017-18	No. of Meetings attended during the year 2017-18
Mr. Rajendra Prasad Udawat	Independent, Non-executive/Chairman	2	2
Mr. Shubh Karan Surana	Non-Independent, Non- executive/ Member	2	2
Mrs. Trishla Rampuria	Non-Independent, Non- executive/ Member	2	0

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. There has been no change in the composition of the Corporate Social Responsibility Committee during the year.

The role of the Committee, are 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.
- Such other functions as the Board may deems fit.

Composition of CSR Committee as on March 31, 2018:

The CSR Committee of the Board of Directors consists of three Directors out of which one is Independent Director. The Committee is headed by Mrs. Trishla Rampuria, non-executive Director.

Meetings and attendance during the year:

During the year, 2 (Two) meetings of Corporate Social Responsibility Committee were held on following dates:

May 29, 2017 and December 12, 2017.

The table below sets out the Composition and attendance at the Corporate Social Responsibility Committee meeting during the year 2017-18

Name	Category	No. of Meetings held during the year 2017-18	No. of Meetings attended during the year 2017-18
Mrs. Trishla Rampuria	Non-Independent, Non-executive/Chairperson	2	2
Mr. Surendra Kumar Surana	Managing Director & CEO/Member	2	2
Dr. Satish Kumar*	Independent, Non-executive/Member	2	2

* Re-appointed as an Additional Director w.e.f. May 25, 2018 and to be regularized as Director in the ensuing Annual General Meeting.

v) **Independent Directors Meeting:**

Schedule IV of the Companies Act, 2013 and Rules framed there under and as per SEBI (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 and the Board as a whole.

During the year, 1 (One) meeting of Independent Directors was held on May 29, 2017.

Name	Category	No. of Meetings held during the year 2017-18	No. of Meetings attended during the year 2017-18
Mr. Rajendra Prasad Udawat	Independent, Non-executive	1	1
Mr. Ghisa Lal Chaudhary	Independent, Non-executive	1	1
Dr. Anjila Saxena	Independent, Non-executive	1	1
Dr. Satish Kumar*	Independent, Non-executive	1	1

* Re-appointed as an Additional Director w.e.f. May 25, 2018 and to be regularized as Director in the ensuing Annual General Meeting.

4. REMUNERATION OF DIRECTORS: -

The Non-Executive Directors (NEDs) including Independent Directors 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.

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 2017-18 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.	33,000	NIL	NIL	NIL	NIL	182350
2	Mr. Ajay Kumar Surana	N.A.	9,000	NIL	NIL	NIL	NIL	840000
3	Mr. Surendra Kumar Surana	18,00,000	N.A.	N.A.	N.A.	N.A.	N.A.	2034711
4	Mrs. Trishla Rampuria	N.A.	12,000	N.A.	N.A.	N.A.	N.A.	56150
5	Dr. Satish Kumar*	N.A.	24,000	NIL	NIL	NIL	NIL	NIL
6	Mr. Rajendra Prasad Udawat	N.A.	33,000	NIL	NIL	NIL	NIL	NIL
7	Mr. Ghisa Lal Chaudhary	N.A.	30,000	NIL	NIL	NIL	NIL	NIL
8	Dr. Anjila Saxena	N.A.	12,000	NIL	NIL	NIL	NIL	NIL

* Re-appointed as an Additional Director w.e.f. May 25, 2018 and to be regularized as Director in the ensuing Annual General Meeting.

(ii) Total remuneration paid to the Managing Director for the Financial Year 2017-18 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.

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

(vi) The Company paid no other remuneration to Non-Executive Directors except sitting fees during the Financial Year 2017-18. 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 SEBI (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 has two subsidiary Companies, which are CSL Infomedia Private Limited, Jaipur and Itneer Inc. USA.

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary Companies i.e. CSL Infomedia Private Limited and Itneer Inc.. 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 compucom.co.in/Policies/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARY.pdf

6. GENERAL BODY MEETINGS:

Details of the previous three Annual General Meetings:

Year	Location	Date	Time	No. of Special Resolution(s) Passed
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
2014-15	"Krishna Auditorium", Compucom Institute of Technology & Management College Compound, SP-5, EPIP, Sitapura, Jaipur-302022 (Rajasthan).	September 24, 2015	11:30 A.M.	None

(i) **Postal Ballot:** During 2017-18, no resolution was passed through postal ballot. None of the business proposed to be transacted in the ensuing Annual General Meeting requires passing through postal ballot.

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

7. MEANS OF COMMUNICATION:

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

(ii) **Newspaper:** Newspapers in which results of the Company are normally published: (a) Mint, in English (National) (b) Samachar Jagat, 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 called for 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 Ltd. through BSE Corporate Compliance & Listing Centre (the "Listing Centre"), National Stock Exchange of India Limited through NSE Electronic Application Processing System (NEAPS) and Calcutta Stock Exchange Limited through Mail,

(vi) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

8. GENERAL SHAREHOLDERS INFORMATION:

(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	Tuesday, 18th September, 2018 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: b) Financial Calendar(Tentative): Results for the 1st Quarter ending June 30th, 2018 Results for the 2nd Quarter ending September 30th, 2018 Results for the 3rd Quarter ending December 31st, 2018 Results for the 4th Quarter ending March 31st, 2019	 April 1, 2018 to March 31, 2019 Second week of August, 2018 Second week of November, 2018 Second week of February, 2019 Last week of May, 2019
(iv) Book Closure:	Wednesday, 12th September, 2018 to Tuesday, 18th September, 2018 (both days inclusive)
(v) Dividend Payment Date	Final dividend to be paid on or after September 18, 2018 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 2018-19 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. I of** this report.
(ix) Share performance data: High/Low during each month in last Financial Year	 Please see Annexure **No. II 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, IndiaPh. : +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 SEBI (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 III - Table I & II
(xiv) Dematerialization of Shares and Liquidity	97.83% 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)

9. OTHER DISCLOSURES:

(i) **Materially significant Related Party Transactions:** There have been no materially significant related party transactions or relationships between the Company and its related parties that may have potential conflict with the interest of the Company. The Board has approved a policy for related party transaction which has been uploaded on the Company's website at the following link compucom.co.in/Policies/POLICY%20ON%20MATERIALITY%20OF%20RELATED%20PARTY%20TRANSACTION%20AND%20ON%20DEALING%20WITH%20RELATED%20PARTY%20TRANSACTIONS.pdf

(ii) **Strictures or Penalties:** During the last three years 2014-15, 2015-16, 2016-17 there were no non compliances/ strictures or penalties imposed on the company either by the SEBI or Stock Exchange (s) or any other Statutory Authority for non-compliance of any matter related to Capital Markets.

(iii) **Compliance Vigil Mechanism (Whistle Blower Mechanism):**
The Company has established vigil mechanism in line with requirement given by Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177(9) of Companies Act, 2013 for employees to report concerns about unethical behavior. No personnel have been denied access to the Audit Committee.

The Board has approved a policy on vigil mechanism which has been uploaded on the Company's website at the following link compucom.co.in/Policies/VIGIL%20MACHANISM%20POLICY.pdf

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

(v) **Compliance with 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.

b) The Company follow some non-mandatory guideline of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for good Corporate Governance.

(vi) **Financial Statements/Accounting treatments:** In the preparation of Financial Statements, the Company has followed the Indian Accounting Standards. As per Regulation 17(8), Certificate from the Managing Director and the Chief Financial Officer of the Company on the financial statements of the Company was placed before the Board.

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

(viii) **Management:** A detailed report on Management Discussion and Analysis is given as 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.

(ix) **Disclosures of Compliance:** The Company has complied with the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(x) **Discretionary requirements:** The Company has complied with the following discretionary requirements as prescribed in Part E of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

a) The Board: The Non-Executive Chairman maintains a separate office, for which the Company does not reimburse expenses.

b) Shareholder Rights: Details are given under the heading "Means of Communications".

c) Modified opinion in Audit Report: During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinion.

d) Reporting of Internal Auditor: The Chief Internal Auditor reports to the Audit Committee of the Company, to ensure independence of the Internal Audit function

(xi) **Unclaimed Dividend**

Pursuant to Section 124 of the Companies Act, 2013, the dividend for following years, if unclaimed for 7 (Seven) years, will be transferred by the Company to Investor Education and Protection Fund according to the schedule given below. Members, who have not claimed the dividend and the said seven years about to complete, are requested to lodge their claim with the Company before due date for transfer the amount into IEPF as mentioned below for the respective dividend accounts, as no claim shall be entertained for the unclaimed dividend once the same has been transferred to Investor Education and Protection Fund, Government of India. During the year 2017-18, Rs. 89,754/- (Rupees Eighty-Nine Thousand Seven Hundred and Fifty-Four) transferred to Investor Education and Protection Fund and Company has not Transfer any shares in to Investor Education and Protection Fund in the Financial Year 2017-18.

DETAILS OF UNCLAIMED DIVIDEND AS ON MARCH 31, 2018

Financial Year	Date of Declaration of Dividend	Total Dividend (Rs.)	Unclaimed Dividend (Rs.)	Due for transfer to IEPF
2010-11(Final)	9-Sep-2011	23,737,556.40	173398.50	October, 2018
2011-12(Final)	18-Sep-2012	23,737,556.40	214754.70	October, 2019
2012-13(Final)	19-Sep-2013	31,650,075.20	342567.20	October,2020
2013-14(Final)	27-Aug-2014	31,650,075.20	385140.80	September, 2021
2014-15(Final)	24-Sep-2015	7912518.80	98126.10	October, 2022
2015-16(Final)	09-Sep-2016	7912518.80	82815.00	October, 2023
2016-17(Final)	27-Sep-2017	79125188	159458.90	October, 2024
Total Unclaimed Amount			**1456261.20**	

10. CODE FOR PREVENTION OF INSIDER TRADING:

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

11. CEO and CFO CERTIFICATION:

As required by Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO has given Compliance certificate on financial statements to the Board of Directors.

ANNEXURE I - Market Price Data – High/Low during each month in the year 2017-18: -

Month	BSE Market Price (Rs.)		Month	NSE Market Price (Rs.)	
	High	Low		High	Low
Apr-17	18.48	11.90	Apr-17	18.45	12.00
May-17	15.60	11.25	May-17	15.70	10.90
Jun-17	12.90	10.56	Jun-17	12.70	10.55
Jul-17	13.85	11.00	Jul-17	13.90	11.00
Aug-17	13.50	10.56	Aug-17	13.75	10.60
Sep-17	19.39	12.25	Sep-17	19.40	12.20
Oct-17	15.20	12.80	Oct-17	15.25	12.75
Nov-17	15.15	12.50	Nov-17	15.10	12.60
Dec-17	21.90	13.0	Dec-17	21.85	12.90
Jan-18	20.55	13.75	Jan-18	19.40	13.55
Feb-18	14.70	12.75	Feb-18	14.50	12.70
Mar-18	13.00	10.95	Mar-18	13.10	10.75

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

The above chart depicts daily closing quotes on Bombay Stock Exchange for the year ended March 31, 2018 & National Stock Exchange.

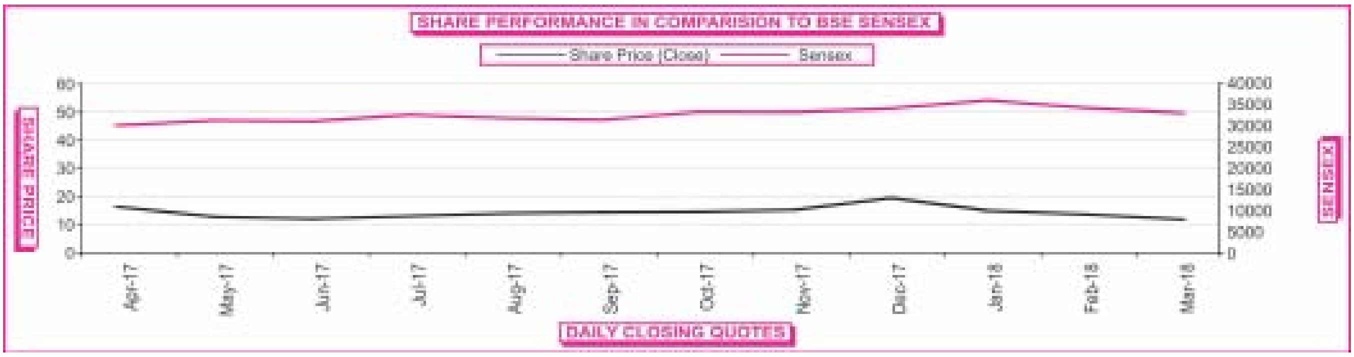


Figure 1

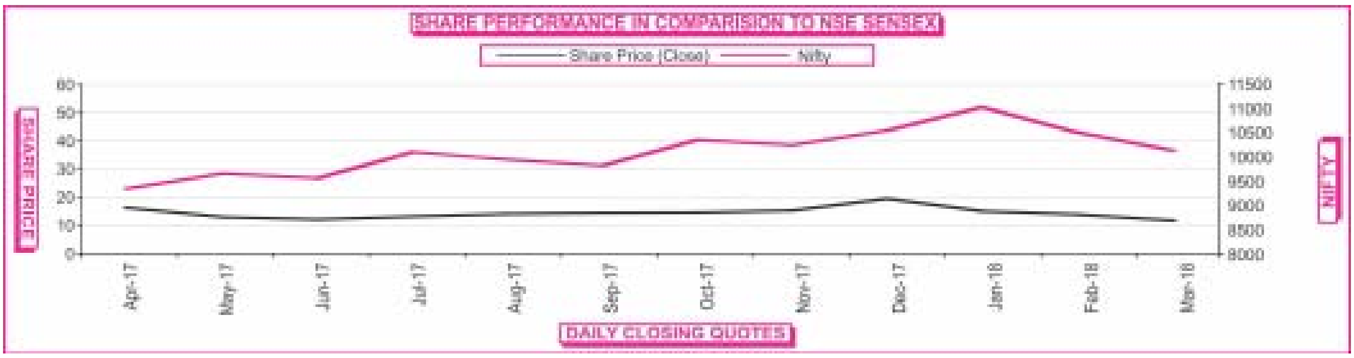


Figure 2

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

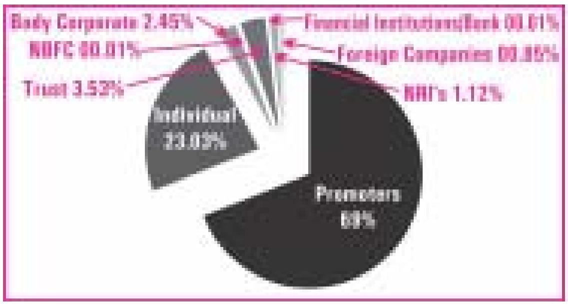
TABLE I- DISTRIBUTION SCHEDULE AS ON MARCH 31, 2018

Range -No. of Shares	No. of Shares held	No. of Folios	% Shares	% Holders
Up to 500	1564120	7558	1.98	56.86
501-1000	1888969	2158	2.39	16.24
1001-2000	2954369	1884	3.73	14.17
2001-3000	1508629	555	1.91	4.18
3001-4000	795975	219	1.00	1.65
4001-5000	1212002	254	1.53	1.91
5001-10,000	2787221	374	3.52	2.81
10001-50,000	4592130	241	5.80	1.81
50,001-1,00,000	1777023	26	2.25	0.20
Above 1,00,000	60044750	22	75.89	0.17
Total	**79125188**	**13291**	**100.00**	**100.00**

TABLE II- SHAREHOLDING PATTERN AS ON MARCH 31, 2018

Particulars	No of shares	% of Shares
Promoter	5,45,92,489	69.00
Individuals	1,82,22,091	23.03
Body Corporate	19,40,794	02.45
NBFC registered with RBI	5100	00.01
Trust	27,96,429	03.53
Financial Institutions/Bank	10503	00.01
NRIs	8,82,782	01.12
Foreign Companies	675000	00.85
Total Shareholding	**79125188**	100.00

Share Holding Pattern as on March 31, 2018



Dematerialization of Shares

TABLE III- DEMATERIALIZATION OF SHARES AS ON MARCH 31, 2018

Particulars	No of shares	% of Shares
CDSL	79,62,389	10.06
NSDL	6,94,43,544	87.77
PHYSICAL	17,19,255	2.17
TOTAL	7,91,25,188	100

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

We hereby declare that all the Directors and the designated employees in the Senior Management of the Company have affirmed compliance with the respective codes for the Financial Year ended March 31, 2018 and the code is available on the Company's website at the following link compucom.co.in/Policies/CODE%20OF%20CONDUCT%20FOR%20BOARD%20MEMBERS%20&%20SENIOR%20MANAGEMENT.pdf. We confirm that the Company has in respect of the year ended March 31, 2018, received from the senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

By order of the Board

For Compucom Software Ltd.

Sd/-	Sd/-
Surendra Kumar Surana	**Shubh Karan Surana**
Managing Director & CEO	Director
(DIN- 00340866)	(DIN- 00341082)

Place: Jaipur
Date: August 13, 2018

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, 2018, 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.

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

Date: August 13, 2018
Place: - Jaipur

COMPLIANCE CERTIFICATE

Regulation 17(8) of the SEBI (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:

(A) We have reviewed the financial statements and the cash flow statement for the Year ended March 31, 2018 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, 2018 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 disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

sd/-
Surendra Kumar Surana
Managing Director & CEO
(DIN:- 00340866)
Date: May 29, 2018
Place: Jaipur

sd/-
Sanjeev Nigam
Chief Financial Officer

Independent Auditor's Report

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

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **M/s. Compucom Software Limited** ('the Company'), which comprise the Standalone Balance Sheet as at March 31, 2018, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Cash Flow Statement and the Standalone Statement of Changes in Equity for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statement").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, cash flows and Changes in equity of the Company in accordance with the Indian Accounting Standards(IND AS) prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and order issued under section 143(11) of the Act.

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

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

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2018, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (" the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement of the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b. In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Cash Flow Statement and the Standalone Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts;

   d. In our opinion the aforesaid Standalone Financial Statements comply with the Indian Accounting standards specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013

   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 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 other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.

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

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

For Sapra and Company
Chartered Accountants
FRN 003208C

CA. OM PRAKASH SAPRA
Proprietor
Membership No. 072372

Place: Jaipur
Date: May 29, 2018

'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, 2018 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 explanation 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 complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as 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, 2018. Therefore, the provisions of clause (v) of paragraph 3 of the order are not applicable to the Company.

vi. **Cost Records:-**
The maintenance of cost records has been prescribed by the Central Government under section 148(1) of the Act, for activity related to 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.

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, 2018 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. 2007-08	Commissioner of Income Tax (Appeals)	29
Income Tax	A.Y. 2009-10	Commissioner of Income Tax (Appeals)	34
Income Tax	A.Y. 2010-11	Commissioner of Income Tax (Appeals)	28
Income Tax	A.Y. 2011-12	Commissioner of Income Tax (Appeals)	78
Service Tax	A.Y. 2012-13	Custom,.Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 12
Service Tax	Oct. 2011 to March 2013	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 68 Penalty u/s 76 - Maximum to 68 Penalty 77(2) - 0.1
Service Tax	April 01, 2008 to March 31, 2011	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 124 Penalty - 124

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 29, 2018

'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, 2018 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, 2018 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, 2018, 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 29, 2018

BALANCE SHEET AS AT MARCH 31, 2018

(in Lacs)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
ASSETS				
Non-current Assets				
a) Property, Plant and Equipment	4	2,049	3,210	4,656
b) Capital work-in-progress	4	114	-	-
c) Intangible Assets	5	3	3	-
d) Financial Assets				
i) Investment	6	971	914	913
ii) Loans		-	-	-
e) Deferred tax assets (net)		89	-	-
f) Other non-current Assets	7	1,537	1,512	1249
Total Non-current assets		**4,763**	**5,639**	**6,819**
Current assets				
a) Inventories	8	190	-	-
b) Financial Assets				
i) Investments		-	-	-
ii) Trade receivables	9	4,639	6,388	6444
iii) Cash and cash equivalents	10	3,306	2,458	2,879
iv) Other Bank balances		-	-	-
v) Loans		-	-	-
vi) Other		-	-	-
c) Other current Assets	7	1,260	993	728
d) Current Tax Assets (Net)		498	283	668
Total Current assets		**9,893**	**10,122**	**10,719**
TOTAL		**14,656**	**15,761**	**17,538**
EQUITY AND LIABILITIES				
Equity				
a) Equity share capital	11	1,583	1,583	1,583
b) Other equity		10,526	10,313	10,222
Total Equity		**12,109**	**11,896**	**11,805**
Liabilities				
Non-current liabilities				
a) Financial liabilities				
i) Borrowings	12	-	22	638
ii) Trade payable	13	577	577	577
iii) Other financial liabilities	14	53	53	53
b) Provisions	15	67	65	62
c) Deferred Tax liabilities		-	200	518
d) Other non-current Liabilities		-	-	-
Total Non-current liabilities		**697**	**917**	**1,848**
Current liabilities				
a) Financial liabilities				
i) Borrowings	12	281	721	803
ii) Trade payables	13	95	134	120
iii) Other financial liabilities		-	-	-
b) Other current Liabilities	16	304	893	1478
c) Provisions	15	898	948	1,052
d) Current tax Liabilities (Net)		272	253	432
Total Current liabilities		**1,850**	**2,948**	**3,885**
TOTAL		**14,656**	**15,761**	**17,538**

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

CA Om Prakash Sapra	Surendra Kumar Surana	Shubh Karan Surana	CA Sanjeev Nigam	CS Swati Jain
Proprietor	Managing Director	Director	Chief Financial Officer	Company Secretary &
M. No. 072372	DIN: 00340866	DIN: 00341082	(CFO)	Compliance Officer

Place : Jaipur
Date : May 29, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2018

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
Revenue from operations	17	4570	5188
Other income	18	378	226
Total Income		**4948**	**5414**
Expenses:			
Learning Solution Execution Expenses		1098	1103
Purchase of traded goods	19	190	-
Changes in inventories of finished goods and work-in-progress	20	(190)	-
Employee benefits expense	21	507	511
Finance costs	22	100	210
Depreciation and amortization expense	23	1202	1469
Other expenses	24	1614	1912
Total expenses		**4521**	**5205**
Profit before exceptional item and tax		**427**	**209**
Exceptional item		-	-
Profit before tax		427	209
Tax expense :			
Current tax		421	371
Deferred tax credit		(290)	(318)
Earlier Years tax		-	(19)
Total tax expenses		**131**	**35**
Profit for the year		**296**	**174**
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		6	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 flow 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		**12**	**12**
Total comprehensive income for the year		**308**	**186**
Earnings per share (of Rs. 2 each)			
-Basic earnings per share (‘)	26	0.39	0.24
-Diluted earnings per share (‘)	26	0.39	0.24

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

CA Om Prakash Sapra	Surendra Kumar Surana	Shubh Karan Surana	CA Sanjeev Nigam	CS Swati Jain
Proprietor	Managing Director	Director	Chief Financial Officer	Company Secretary &
M. No. 072372	DIN: 00340866	DIN: 00341082	(CFO)	Compliance Officer

Place : Jaipur
Date : May 29, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
(A) CASH FLOW FROM OPERATING ACTIVITIES :			
Net profit before tax		427	209
Adjustments to reconcile profit to net cash provided by operating activities:			
Depreciation and amortization expense	23	1202	1469
Interest expense	22	64	170
Interest income	18	(173)	(217)
Provision for Gratuity	21	20	23
Net gain on investments measured at Amortised Cost		(1)	(1)
Net gain on investments measured at FVTPL		(5)	(1)
Loss / (Gain) on sale of fixed assets (net)		1	-
Loss on derecognition of land		8	-
Operating profit before working capital changes		**1543**	**1652**
Changes in assets and liabilities			
(Increase)/Decrease in Inventories	20	(190)	-
(Increase)/Decrease in Trade receivables	9	1749	56
(Increase)/Decrease in Other current assets and non current assets		(511)	(142)
Increase/(Decrease) in current and non current liabilities		(1116)	(757)
Cash generated from operations		**1475**	**808**
Income taxes paid during the year		(408)	(538)
Net cash generated from operating activities		**1067**	**270**
(B) CASH FLOW FROM INVESTING ACTIVITIES :			
Purchases of property, plant and equipment (including intangibles, CWIP and Capital Advances)	4,5	(164)	(27)
Interest received	18	174	217
Increase/(Decrease) in unpaid dividend and FDR having maturity less than 3 months		2185	(617)
Purchase of current investments		(50)	1
Proceeds from sale of property, plant and equipment		1	-
Net cash generated from investing activities		**2146**	**(426)**
(C) CASH FLOW FROM FINANCING ACTIVITIES :			
Interest paid	22	(64)	(170)
Increase/ (Decrease) in Loan Funds		(22)	(616)
Dividend and tax paid thereon		(95)	(95)
Net cash used in financing activities		**(181)**	**(882)**
Net increase in Cash and cash equivalents		3032	(1037)
Cash and cash equivalents at the beginning of the year		259	1297
Cash and cash equivalents at the end of the year		**3291**	**259**

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

CA Om Prakash Sapra	Surendra Kumar Surana	Shubh Karan Surana	CA Sanjeev Nigam	CS Swati Jain
Proprietor	Managing Director	Director	Chief Financial Officer	Company Secretary &
M. No. 072372	DIN: 00340866	DIN: 00341082	(CFO)	Compliance Officer

Place : Jaipur
Date : May 29, 2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

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, 2016, March 31, 2017 and March 31, 2018	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, 2016	**1582**	**1353**	**1485**	**209**	**7175**	**-**	**11804**
Profit for the year					174	-	174
Change in value of Investment	-	-	-	-	-	-	-
Actuarial Gains on Liability	-	-	-	-	-	18	18
Interest Accrued but not due on borrowings	-	-	-	-	-	-	-
Dividend declared - Paid	-	-	-	-	(77)	-	(77)
Dividend distribution tax - Paid	-	-	-	-	(16)	-	(16)
Dividend declared - Unpaid	-	-	-	-	(2)	-	(2)
Dividend distribution tax paid on unpaid dividend	-	-	-	-	-	-	-
Tax Effect	-	-	-	-	-	(6)	(6)
Balance as at the end of the year March 31, 2017	**1582**	**1353**	**1485**	**209**	**7254**	**12**	**11896**
Profit for the year	-	-	-	-	296	-	296
Change in value of Investment	-	-	-	-	-	-	-
Actuarial Gains on Liability	-	-	-	-	-	18	18
Interest Accrued but not due on borrowings	-	-	-	-	-	-	-
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	-	-	-	-	-	(6)	(6)
Balance as at the end of the year March 31, 2018	**1582**	**1353**	**1485**	**209**	**7455**	**24**	**12109**

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

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer

Place : Jaipur
Date : May 29, 2018

NOTES FORMING PART OF THE FINANCIAL STATEMENTS as at and for the year ended March 31, 2018

Note 01: 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, 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 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 29, 2018.

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,

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 29, 2018.

These are Company's first financial statements prepared in accordance with Ind AS, using April 1, 2016 as the transition date.

The Company has adopted all the relevant Ind AS based on the concern and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with relevant Rule of the Companies (Accounts) Rules, (IGAAP), which was the previous GAAP.

An explanation of how the transition to Ind AS has affected the reporting of financial data in Balance sheet, Statement of Profit & loss and cash flows of the Company and the exemptions claimed by the Company on first time adoption of Ind AS (Refer Note 34).

b) Critical accounting estimate and judgement

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates under different assumptions and conditions.

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Significant Estimates

(i) **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 typical on estimate basis and are based on information as provided by the appropriate authority and they are normally incurred as and when due to support the project requirements. The costs are estimated on the basis of various reports and estimates made by the competent personnel present and the Project sites and after due verification and from the contracts entered on earlier the provision is made for various expenses which will be required to settle the obligations. The management estimates that in the most likelihood the settlement of the provisions will be done in current year and hence no discounting is necessary.

(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 unless the likelihood of an adverse outcome is remote. 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 judgement 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.

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

Revenue is recognized to the extent that it is probable that economic benefit will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenues are measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing Goods and service tax and other indirect levies.

i) Revenue from services

The revenue from services provided is recognized when it can be ascertained with reasonable certainty in respect of terms of the services rendered by the company with reference to the provisions of the contract entered into by the company and the economic benefits associated with the project or services rendered are set to flow into the company.

ii) Sale of goods

Revenues from sales are recognized when all significant risks and rewards of ownership of the goods sold are transferred to the customer who usually is on delivery of the goods to the agent/passage of title to customer and it can be reliably measured and it is reasonable to expect ultimate collection.

iii) Unbilled Revenues

The company has the policy recognizing revenue based on certain time and material contracts which is recognized when the related services are performed and revenue from the end of last billing to balance sheet date is recognized as unbilled revenues (accrued income).

iv) **Sale of wind energy**

Revenue from sale of wind energy is recognized when delivered and measured based on rates as per bilateral contractual agreements with buyers and at rate arrived at based on the principles laid down under the relevant Tariff Regulations as notified by the regulatory bodies, as applicable.

v) **Dividends**

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.

vi) **Interest income**

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, by reference to the principal outstanding and at the effective interest rate.

vii) **Others**

Revenue relating to insurance claims and interest on delayed or overdue payments from trade receivable is recognized when no significant uncertainty as to measurability or collection exists.

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
Factory buildings	30
Residential buildings	60
Solar Power Equipment	15
Computers and data processing equipment	3
Wind Mill Equipment	22
Other 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) 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.

h) 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.

SUBSEQUENT MEASUREMENT

(a) Non-derivative financial instruments

(i) **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.

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

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iii) 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.

(iv) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate 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. The debts of Rs. 1346 Lacs/- have been booked as bad in respect of debtors which are unrealized for more than three years despite best efforts by the management and subject to legal recourse available to the Company for their recovery.

Trade Receivables of Rs. 843 lacs shown under Other Non Current Assets 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. The receivables are long due that is why they are not classified as financial assets.

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.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

I. Work-in-progress and finished goods (including significant by-products) are valued at lower of cost or net realizable value on weighted average basis.

II. Stores and spares are valued at lower of cost or net realizable value on weighted average basis.

III. Immaterial by-products are valued at 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) 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.

(e) 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.

(f) **Provisions**

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.

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 outflow 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.

(g) **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 2017-18	F.Y 2016-17
CIF Value of imports	-	-
Other Expenses	-	0.27
FOB Value of exports	275.80	477.07

(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 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) **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.

(j) **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

(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 2017-18	F.Y 2016-17
Amount (Rs. In lacs)	1.07 (F.Y 2016-17)	1.07 (F.Y 2015-16)
No of Shares (in lacs)	10.07	10.07

The Board of Directors has recommended dividend @ 5% i.e. Rs.0.10/-paise per share of Rs. 2 each for the F.Y. 2017-18, subject to approval of the Shareholders in the ensuing Annual General Meeting

(l) 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 Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

Ind AS 115 Revenue from Contracts with Customers

Ind AS 21 The Effect of Changes in Foreign Exchange Rates

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS18 – Revenue, Ind AS 11 – Construction Contracts when it becomes effective.

The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer
Step 2: Identify the performance obligation in contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The Company has completed its evaluation of the possible impact of Ind AS 115 and will adopt the standard with all related amendments to all contracts with customers retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application. Under this transition method, cumulative effect of initially applying Ind AS 115 is recognized as an adjustment to the opening balance of retained earnings of the annual reporting period. The standard is applied retrospectively only to contracts that are not completed contracts at the date of initial application. The Company does not expect the impact of the adoption of the new standard to be material on its retained earnings and to its net income on an ongoing basis.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. Compucom Software Limited is evaluating the impact of this amendment 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, 2016	129	258	15,131	1,319	82	55	1,708	18,683
Additions	-	-	7	1	-	-	14	23
Disposals/ adjustments	-	-	-	-	-	-	-	-
As at March 31, 2017	129	258	15,139	1,320	82	55	1,723	18,706
Additions	-	20	23	2	6	-	-	51
Disposals/ adjustments	8	-	-	-	6	-	-	14
As at March 31, 2018	121	278	15,161	1,322	82	55	1,723	18,742
Accumulated depreciation								
As at April 1, 2016	-	66	12,185	924	58	13	780	14,027
Depreciation charge for the year	-	4	1,210	169	10	1	76	1,469
Disposals/ adjustments	-	-	-	-	-	-	-	-
As at March 31, 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
Net Book Value								
As at April 1, 2016	129	192	2,946	394	24	41	929	4,656
As at March 31, 2017	129	188	1,743	227	14	41	867	3,210
As at March 31, 2018	121	204	787	91	16	40	790	2,049

(in Lacs)

Carrying amount of	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital work in progress	114	0	0

Note 05: INTANGIBLE ASSETS

(in Lacs)

Particulars	Computer Software	Marketing rights	Others	Total
At Cost As at April 1, 2016	169	80	-	249
Additions	-	-	4	4
Disposals	-	-	-	-
As at March 31, 2017	169	80	4	253
Additions	-	-	-	-
Disposals	-	-	-	-
As at March 31, 2018	169	80	4	253
Amortization				
As at April 1, 2016	169	81	-	250
Charge for the year	-		0.08	0.08
As at March 31, 2017	169	81	0.08	250
Charge for the year	-	-	0.40	0.40
As at March 31, 2018	169	81	0.48	250
Net Book Value				
As at April 1, 2016	-	-	-	-
As at March 31, 2017	0	0	3	3
As at March 31, 2018	0	0	3	3

(NOTE 6): INVESTMENTS

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Financial assets measured at Amortized Cost			
Investment in National saving certificate	16	14	13
Financial assets measured at fair value through profit and loss			
Investment in mutual funds-quoted	58	4	5
Investment in Equity Instruments Quoted	1	1	1
Investment in Equity Instruments Unquoted	2	1	1
Investments measured at cost			
Investments in subsidiaries			
(i) ITNEER USA	439	439	439
(ii) CSL Infomedia	455	455	455
Total	**971**	**914**	**913**
Aggregate amount of quoted investment	**59**	**5**	**6**
Market value of quoted investment	**59**	**5**	**6**
Aggregate amount of unquoted investment	**2**	**1**	**1**

(NOTE 7): OTHER ASSETS

(in Lacs)

Non-current			
Unsecured, considered good			
Transline business solutions	-	-	8
Security Deposits	102	89	94
Withholding Income Tax and others	592	575	260
Trade Receivable	843	847	887
Total	**1,537**	**1,512**	**1,249**
Current			
Unsecured, considered good			
For Supply of Goods and Services	12	8	7
Interest accrued but not due	29	21	25
Prepaid Expenses	65	51	45
Accrued Income	1,118	906	647
Advances to Employees- Salary Advance	8	3	5
Advances against Government Dues	28	4	-
Total	**1,260**	**993**	**728**

(NOTE 8): INVENTORIES

Lower of cost or net realizable value			
a. Raw material	**-**	-	-
b. Work in progress	**-**		-
c. Finished goods	190	-	-
Total	**190**	-	-

(NOTE 9): TRADE RECEIVABLES

Unsecured, considered good	4,639	6,388	6,444
Unsecured, considered doubtful	-	-	-
Provision on doubtful debts	-	-	-
Total	**4,639**	**6,388**	**6,444**

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(NOTE 10): CASH AND CASH EQUIVALENTS			
(A) Balances with banks	42	29	724
Cheques, drafts on hand	-	3	186
Cash on hand	1	3	2
Deposits with original maturity of less than 3 months	3,248	224	385
Total (A)	**3291**	**259**	**1297**
(B) Fixed deposits having maturity more than 3 months but not more than 12 months	-	2,185	1,567
Earmarked unpaid dividend accounts	15	14	15
Total (B)	**15**	**2199**	**1582**
Total (A+B)	**3,306**	**2,458**	**2,879**
(NOTE 11): EQUITY SHARE CAPITAL			
A. Authorized equity share capital			
Equity Share of Rs. 2 each	2,000	2,000	2,000
No. of Shares (In Lacs)	1000	1000	1000
B. Issued, subscribed and paid up			
Equity Share of Rs. 2 each	1583	1583	1583
No. of Shares (In Lacs)	791	791	791
C. Details of shareholders holding more than 5% shares in the Company			
Rishab Infotech Private Limited			
No. of Shares (In Lakhs)	172	178	185
% of Holding	21.76%	22.51%	23.34%
Sambhav Infotech Private Limited			
No. of Shares (In Lakhs)	199	199	199
% of Holding	25.15%	25.15%	25.15%
Compucom Technologies Private Limited			
No. of Shares (In Lakhs)	144	157	160
% of Holding	18.22%	19.81%	20.25%

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 12): BORROWINGS

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Non-Current			
Term Loan	-	22	638
Total	**-**	**22**	**638**
Current			
Other Bank credits	281	721	803
Total	**281**	**721**	**803**

Loans shown above represent loans from HPFS for financing various projects.

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(NOTE 13): TRADE PAYABLES			
Non-Current			
Trade Payables	577	577	577
Total	**577**	**577**	**577**
Current			
Trade Payables	95	134	120
Total	**95**	**134**	**120**
There are no dues of the company to micro, small & medium enterprises (MSME) for the above payables registered under the MSME act 2006.			
(NOTE 14): OTHER FINANCIAL LIABILITIES			
Non-current			
EMD/ SD from Vendors	53	49	49
Greater Noida Export Promotion Industrial Park	-	4	4
Total	**53**	**53**	**53**

(NOTE 15): PROVISIONS

Non-Current (' in Lacs)

Particulars	Provision for Gratuity	Total
As at April 1, 2016	**62**	62
Addition during the year	5	5
Utilized	(2)	(2)
As at March 31, 2017	**65**	**65**
Addition during the year	2	2
Utilized	-	-
As at March 31, 2018	**67**	**67**

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, 2018	As at March 31, 2017	As at April 01, 2016
Provision for gratuity	2	3	3
Salary & Allowances	40	28	31
Provision for Projects Execution Expense	856	917	1019
Total	**898**	**948**	**1052**
(NOTE 16): OTHER LIABILITIES			
Non-Current	-	-	-
Total	**-**	**-**	**-**
Current			
Current maturities of Long-Term debts	22	616	835
Income received in advance	-	185	535
Unpaid dividends	15	14	15
Interest accrued but not due on borrowings	-	8	19
Others			
Statutory and other liabilities(2)	152	50	50
Provision for Expenses	115	20	24
Total	**304**	**893**	**1,478**

Current Maturities of long term debts include loan installment due from HPFS which will be settled in the month of April 2018.

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 17): REVENUE FROM OPERATIONS

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Sale of Services	4429	5018
Sale of wind power	141	171
Total	**4,570**	**5,188**

(NOTE 18): OTHER INCOME

Net gain on investments measured at FVTPL	2	1
Net gain on sale of Mutual Funds (Rs 4060 in F.Y 2016-17)	-	-
Interest Income	173	217
Other non-operating income	203	8
Total	**378**	**226**

(NOTE 19): COST OF MATERIALS CONSUMED

Opening inventory	-	-
Add: Purchase	190	-
Less: Closing inventory	190	-
Cost of materials consumed	**-**	**-**

(NOTE 20): CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Opening inventory	-	-
Finished goods	-	-
Total	**-**	**-**
Closing inventory		
Finished goods	190	-
Total	**190**	**-**
Changes in Inventory	**(190)**	**-**

(NOTE 21): EMPLOYEE BENEFIT EXPENSE

Salaries, wages and bonus	428	413
Contribution to provident and other funds	57	73
Contributions to Gratuity fund	20	23
Staff welfare expenses	2	2
Total	**507**	**511**

(NOTE 22): FINANCE COSTS

Interest expense on borrowings	64	170
B.G. Commission & Bank Charges	36	40
Total	**100**	**210**

(NOTE 23): DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation on property, plant and equipments	1,202	1469
Amortization of intangible assets	0.40	0.08
Total	**1,202**	**1,469**

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
(NOTE 24): OTHER EXPENSES		
Auditor's Remuneration (Refer Note 25)	3	3
Advertisement and Publicity Expenditures	4	2
Bad Debts written off	1,312	1,599
Communication Expenditures	13	14
Corporate Social Responsibility (Refer Note 30)	19	24
Director's Sitting fees	2	2
Donations	32	30
Insurance Expenditure	7	8
Office & general Expenditures	41	53
Printing and Stationery	5	6
Rent and Facility Support	7	14
Repair and Maintenance Expenditure	25	13
Operation and Maintenance(Wind Power)	33	41
Vehicle Running and maintenance	6	8
Travelling and Conveyance Expenditures	17	21
Water and Electricity	22	23
Legal and professional	31	23
Interest on taxes	3	21
Data entry expenses	31	-
Software & Licensing Fees	1	7
Total	**1614**	**1912**
(NOTE 25): REMUNERATION TO AUDITORS		
Audit fees	2	2
Other services	1	1
Total	**3**	**3**
(NOTE 26): EARNINGS PER SHARE		
Basic earnings per share (')	0.39	0.24
Diluted earnings per share (')	0.39	0.24
The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:		
Profit after tax attributable to owners of the Company (in Lacs)	308	186
Earnings used in the calculation of basic earnings for the year (in Lacs)	308	186
Weighted average number of equity shares outstanding (in Lacs)	1583	1583
Nominal Value per share	2	2

(NOTE 27): CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
a. Contingent liabilities			
Guarantees issued by the banks (excluding Financial guarantee)	3974	2862	3360
Service tax demands	464	902	1317
Income tax demands	506	510	395
Others	64	64	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	3,974	2,862	Counter Guarantee given by the Company of the same amount.
2	Service tax demand for the FY 2011-12	11	449	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 Lacs and penalty of Rs. 224 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 is waived as no willful intention was there and the service tax demand is now confined to Rs. 12 Lacs approx.
3	Service Tax Demand	249	249	During the year 2013-14, the company received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 125 Lacs and a penalty for the same amount for the period April 2008 to March 2011. Against this order company has filed an appeal before Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi. The company has deposited Rs 30 lacs against this demand.The same is still pending.
4	Service Tax Demand	203	203	During the F.Y. 2014-15, company has received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 68 Lacs for the period October 2011 to March 2013, interest subject to a maximum of Rs. 68 Lacs and a penalty u/s 76 of the Finance Act, 1994 for Rs. 100/- per day during which the failure continues or at the rate 1% of the amount of service tax due, per month, whichever is higher, starting with the first day after due date till the date of actual payment of the outstanding amount of service tax, subject to maximum amount of Rs. 68 Lacs. And also the commissioner has imposed a penalty of Rs. 10,000/- u/s 77(2) of the Finance Act, 1994. Against this order company has filed an appeal before Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi. The company has deposited Rs 5.08 lacs against this demand. The same is still pending.
5	Provident Fund Demand by JVVNL (a Rajasthan State Government Electricity Company)	64	64	A fixed deposit of Rs. 64 Lacs (included in Cash and Bank Balances under Balances with banks including FDRs having maturity less than 3 months at Note no. 14) has been made by JVVNL following the directions of Rajasthan High Court in connection with a dispute between the company and JVVNL regarding PF dues. Interest on Fixed Deposit accrues to 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	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 gone into appeal before Commissioner of Income Tax (Appeals). However, the said demand has been deposited.

Sr. No.	Nature of Contingent Liability	Amount (Rs. In Lacs)	Amount-Previous Year (Rs. In Lacs)	Remarks
7	Income Tax Demand	29	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 same is still pending.
8	Income Tax Demand	34	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 same is still pending.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.
9	Income Tax Demand	28	32	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2010-11, the company has gone into appeal before Commissioner of Income Tax (Appeals) for demand of Rs. 32 Lacs.Further, 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 has gone into appeal before Commissioner of Income Tax (Appeals).The same is still pending.
10	Income Tax Demand	78	78	The said demand was due to some additions made in the income for the A.Y. 2011-12 and mismatch of TDS claimed by the company and TDS shown in Form 26AS for the relevant A.Y..Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2011-12, the company had gone into appeal before The Commissioner of Income Tax (Appeals) [CIT (A)] against some additions made in the income. The CIT (A) has deleted the additions made by the Assessing Officer except the addition made for CSR expenses claimed by the company. An application for the appeal effect of the same has been filed. The same is still pending. An application u/s 154 against the mismatch of TDS has also been filed which is also still pending.
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	119	119	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2013-14, the company has gone into appeal before Commissioner of Income Tax (Appeals). The same is still pending. The total demand has been adjusted by the department against the refund receivable for the A.Y. 2014-15.

(NOTE 28): 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:-

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at April 01, 2016**
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%	7.4%	7.7%
Expected rate of increase in compensation level of covered employees	7.0%	7.0%	7.0%
Demographic Assumptions			
i) Retirement Age (Years)	60	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	69	67	65
Net liability arising from defined benefit obligation	**(69)**	**(67)**	**(65)**

(in Lacs)

Particulars	**As at March 31, 2018**	**As at March 31, 2017**
The movement during the year of the present value of the defined benefit obligation was as follows:		
Opening Balance	67	65
Service cost	15	18
Benefits paid	-	(2)
Interest cost	5	5
Actuarial loss on obligation	(18)	(18)
Closing Balance	**69**	**67**

(in Lacs)

Particulars	**For the year Ended March 31, 2018**	**For the year Ended March 31, 2017**
Amounts recognized in Statement of Profit and loss in respect of defined benefit plan are as follows:		
Current service cost	15	18
Net Interest cost	5	5
Total charge to Statement of Profit and Loss	**20**	**23**
Amounts recognized in Other Comprehensive Income in respect of defined benefit plan are as follows:		
Actuarial (Gain)/Loss arising from Change in Demographic Assumption	-	-

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Actuarial (Gain)/Loss arising from Change in Financial Assumption	(3)	3
Actuarial (Gain)/Loss arising from Experience Adjustment	(16)	(21)
Loss on Plan assets (excluding amounts included in net interest cost)	-	-
Remeasurement of the net defined benefit liability	**(18)**	**(18)**
Expected contribution for the next Annual reporting period:		
Year 1 (undiscounted)	2	3
Year 2 (undiscounted)	3	2
Expected Expense for the next annual reporting period	**5**	**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.

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Impact of change discount rate		
Increase by 1%	61	59
Decrease by 1%	79	77
Impact of change in salary increase rate		
Increase by 1%	79	77
Decrease by 1%	61	59

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, 2018 are indicated below:

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
a. Tax charge recognized in Profit and Loss		
Current tax:		
Current tax on profit for the year & earlier years	421	352
Total Current tax & earlier Years	**421**	**352**
Deferred tax:		
Property, plant and equipment, Exploration and evaluation & intangible assets	(294)	(317)
Fair valuation of Investments	3	-
Provisions long and short	1	(1)
Others	-	-
Total Deferred tax expenses	**(290)**	**(318)**
Tax expense for the year (net off deferred tax and current tax)	**131**	**34**
Effective income tax rate (%)	**34.61%**	**34.61%**
b. Statement of other comprehensive income tax (credit) / charge on:		
Actuarial gain on remeasurements of defined benefit plan	18	18
Tax charge	(6)	(6)
Total	**12**	**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, 2018	For the year Ended March 31, 2017
A.) Accounting profit before tax (after exceptional item)	**427**	**208**
Statutory income tax rate	34.61%	34.61%
Tax at statutory income tax rate	**148**	**72**
B.) Disallowable expenses	420	628
C.) Fair valuation of Investments through FVTPL	(7)	(1)
D.) Tax holidays and similar exemptions	(108)	(125)
E.) Depreciation under income tax	(362)	(559)
F.) Adjustments Through OCI	(18)	-
G.) Adjustments disallowable	25	-
H.) Adjustments in respect of prior years	-	(54)
Total (A+B+C+D+E+F+G+H) *34.61%	**131**	**34**

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 assesse 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, 2 in Jaisalmer 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, 2018	As at March 31, 2017	As at April 01, 2016
Property, plant and equipment, Exploration and evaluation and intangible assets	(69)	225	541
Fair valuation of Investments	2	(1)	(1)
Provision for Long and Short	(24)	(23)	(22)
Others	1	(1)	-
Deferred Tax (Assets)/Liability	**(90)**	**200**	**518**

(NOTE 30): CORPORATE SOCIAL RESPONSIBILITY EXPENSES

The Company has spend a gross amount of 19 Lacs and 24 Lacs for the year ending March 31, 2018 and March 31, 2017 respectively.

(‘ in Lacs)

Particulars	Year ended March 31, 2018		
	In- Cash/ Cheque	Yet to be Paid in Cash	Total
Amount spent during the year on			
Other expenses	19	-	19
Total amount spent	19	-	19

Particulars	Year ended March 31, 2017		
	In- Cash/ Cheque	Yet to be Paid in Cash	Total
Amount spent during the year on			
Other expenses including employee benefit expenses	24	-	24
Total amount spent	**24**	**-**	**24**

(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

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.

The following table presents revenue and profit information regarding the Company’s business segments for the year ended March 31, 2018 and March 31, 2017.

Information about reportable segments

I. Information about primary segments (in Lacs)

Particulars	Year ended March 31, 2018			Year ended March 31, 2017		
	Business Segment	Unallocated	Total	Business Segment	Unallocated	Total
Revenue						
Software	401	-	401	591	-	591
Learning	4,028	-	4028	4,427	-	4,427
Wind Power	141	-	141	171	-	171
Segment revenue	**4,570**	**-**	**4,570**	**5,188**	**-**	**5,188**
Expenses						
Software	302		302	297	-	297
Learning	4,074		4,074	4,742	-	4,742
Wind Power	115		115	128	-	128
Segment Expense	4,491		4,491	5,167	-	**5,167**
Segment Results						
Software	99		99	293	-	293
Learning	(46)		(46)	-315	-	(315)
Wind Power	26		26	43	-	43
Segment Results	**79**		**79**	**21**	**-**	**21**
Less: expenses		30	30		38	38
Add: Interest income						
Add: Other unallocable income		378	378		226	226
Profit before tax and exceptional items			427			209
Less: Exceptional item			-			
Profit before tax			427			208
Tax expenses		131	131		34	34
Other Comprehensive income		12	12		12	12
Profit for the year			**308**			**186**

II. Information Based on Geography (in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Revenue by geographical segment		
India	4,672	4,937
USA	276	477
Total	**4,948**	**5,414**
Reconciliation between segment revenue and enterprise revenue		
Segment Revenue		
Software	401	591
Learning	4,028	4,427
Wind Power	141	171
Total Segment Revenue	**4,570**	**5,188**
Enterprise Revenue		
Revenue from operations	4,948	5,414
Less: Other operating revenues	(378)	(226)
Add: Export Incentives		
Total Segment Revenue	**4,570**	**5,188**

(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 out below:

(in Lacs)

Particulars	Fair Value through profit and loss	Amortized Cost	Total carrying value	Total fair value
As at March 31, 2018				
Financial assets				
Cash and cash equivalents	-	3,291	3,291	3,291
Other bank balances	-	15	15	15
Current investments	-	-	-	-
Trade receivables	4,639	-	4,639	4,639
Other Current financial assets and loans	-			
Other Non-current financial assets	955	16	971	971
Total	**5,594**	**3,322**	**8,916**	**8,916**
Financial liabilities				
Borrowings		281	281	281
Trade payables	95	577	672	672
Other Non-current financial liabilities	-	53	53	53
Total	**95**	**911**	**1,006**	**1,006**
As at March 31, 2017				
Financial assets				
Cash and cash equivalents	-	259	259	259
Other bank balances	-	2,199	2,199	2,199
Current investments	-	-	-	-
Trade receivables	6,388	-	6,388	6,388
Other Current financial assets and loans	-			
Other Non-current financial assets	900	14	914	914
Total	**7288**	**2,472**	**9,760**	**9,760**
Financial liabilities				
Borrowings	-	743	743	743
Trade payables	134	577	711	711
Other Non-current financial liabilities	-	53	53	53
Total	**134**	**1,373**	**1,507**	**1,507**
As at April 1, 2016				
Financial assets				
Cash and cash equivalents	-	1,297	1,297	1,297
Other bank balances	-	1,582	1,582	1,582
Current investments	-	-	-	-
Trade receivables	6,444	-	6,444	6,444
Other Current financial assets and loans	-	-	-	-
Other Non-current financial assets	900	13	913	913
Total	**7,344**	**2,892**	**10,236**	**10,236**
Financial liabilities				
Borrowings	-	1,441	1,441	1,441
Trade payables	120	577	697	697
Other Non-current financial liabilities	-	53	53	53
Total	**120**	**2,071**	**2,191**	**2,191**

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, 2018			
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**
As at March 31, 2017			
Financial Assets			
At fair value through profit and loss			
Non Current investment	5	-	909
Total	**5**	**-**	**909**
Financial Liabilities			
Fair value of liabilities carried at amortised cost			
Borrowings		-	743
Total	**-**	**-**	**743**
As at April 1, 2016			
Financial Assets			
At fair value through profit and loss			
Non Current investment	7	-	906
Total	**7**	**-**	**906**
Financial Liabilities			
Fair value of liabilities carried at amortised cost			
Borrowings	-	-	1,441
Total	**-**	**-**	**1,441**

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 29.05.2018.

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, 2018, March31, 2017 and April 1, 2016.

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, 2018					
Trade and other payables	376	-	53	577	1,006
Total	**376**	**-**	**53**	**577**	**1,006**
As at March 31, 2017					
Trade and other payables	855	22	53	577	1,507
Total	**855**	**22**	**53**	**577**	**1,507**
As at April 1, 2016					
Trade and other payables	923	638	53	577	2,191
Total	**923**	**638**	**53**	**577**	**2,191**

The company had access to following funding facilities. (in Lacs)

Funding facility	Total facility	Drawn	Undrawn
As at March 31, 2018			
Less than 1 year	787	76	711
More than 1 year	-	-	-
Total	**787**	**76**	**711**
As at March 31, 2017			
Less than 1 year	787	576	211
More than 1 year	-	-	-
Total	**787**	**576**	**211**
As at April 1, 2016			
Less than 1 year	787	681	106
More than 1 year	-	-	-
Total	**787**	**681**	**106**

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, 2018				
Financials assets	**8,916**	58	3,306	5,552
Financial liabilities	**1,006**	-	281	725
As at March 31, 2017				
Financials assets	**9,760**	4	2,458	7,298
Financial liabilities	**1,507**	-	743	764
As at April 1, 2016				
Financials assets	**10,236**	5	2,879	7,352
Financial liabilities	**2,191**	-	1441	750

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 Bihar and derives it's key revenue from these projects. The company has booked bad debts in the years of March 31, 2018, March 31 ,2017 and April 1, 2016 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 33): RELATED PARTY DISCLOSURES

A. **List of Related Parties**:

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

- ITneer Inc.
- 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
- Mr. Sanjeev Nigam, Chief Financial Officer
- Mrs. 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

(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, 2017 and March 31, 2016 are as follows;- (in Lacs)

Nature of transactions	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Services Rendered		
Itneer	276	477
Total	**276**	**477**
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	1
Total	**7**	**7**
Services Received		
CSL Infomedia Pvt. Ltd.	343	348
Key Managerial person or their relatives	1	3
Enterprises in which KMP has significant influence	30	16
Total	**374**	**367**

(in Lacs)

Nature of transactions	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Dividend paid		
Key Managerial person or their relatives	3	3
Enterprises in which KMP has significant ...influence	55	58
Total	**58**	**61**
Other Expenses and other reimbursements		
Remuneration to Key managerial Person	26	26
Rent Paid to Enterprises in which KMP has significant influence	2	2
Rent Paid to Key Managerial person or their relatives	5	5
Interest paid to Enterprises in which KMP has significant influence	1	-
Total	**34**	**33**
Loan taken and Repaid during the year		
Compucom Technologies Private Limited	124	-
Total	**124**	**-**
Donations	30	31
Total	**30**	**31**

1) All the transactions entered by the company with the related parties are at arm's length. Price.

2) The Company had taken a loan from CTPL of Rs. 124 Lacs carrying an interest of 10% p.a. for meeting short term commitments. The loan amount has been repaid to CTPL along with interest thereon of 0.88 Lacs.

The balances receivable/payable as at year end: (in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Receivable From			
Itneer	58	106	110
Total	**58**	**106**	**110**
Payable To			
KMP Remuneration	1	1	1
Total	**1**	**1**	**1**

(NOTE 34): FIRST TIME ADOPTION ON IND AS 101

These are the Company's first financial statements prepared in accordance with Ind AS. For all period's upto and including the year ended March 31, 2015, the Company prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, hereafter referred to as 'Previous GAAP'.

Ind AS 101 First-time Adoption of Indian Accounting Standards allows first-time adopters to certain exemptions from retrospective application of certain requirements under Ind AS. The Company has in accordance with the exemptions provided, opted to capitalize stripping cost of a surface mine (incurred during the production phase) from the date of transition to Ind AS.

a. **Profit reconciliation**

Particulars	Standalone Year ended 31-03-17
Net Profit as per previous GAAP	**185**
Fair Value Adjustment of Investment	1
Other expenses	(1)
Tax effect	1
Net Profit as per Ind AS	**186**

b. Equity reconciliation

Particulars	Standalone Year ended 31-03-17
Equity as Per previous Indian GAAP	**10834**
Change in Investment	2
Change in deferred tax expenses	(617)
Removal of Provision of Dividend from provisions and equity	96
Others	(2)
Equity as Per IND AS	**10313**

Notes on adjustments:

1. Re-measurement gains or losses: Ind AS 19 Employee Benefits requires the impact of re-measurement in net defined benefit liability (asset) to be recognized in Other Comprehensive Income (OCI). Re-measurement of net defined benefit liability (asset) comprises actuarial gains and losses, return on plan assets (excluding interest on net defined benefit asset/liability). However, under IGAAP this was being recognized in the Statement of Profit and Loss. Accordingly, the net effect of actuarial gain/loss on employee defined benefit liability and related tax effect is recognized in OCI.

2. Fair valuation of financial assets: Under IGAAP, current investments were being measured at cost in accordance with provisions of erstwhile AS 30 'Financial Instruments-Measurement and Recognition'. Accordingly, there are changes with regard to fair valuation of the Company's investments in mutual funds , shares & national saving certificate which are measured at FVTPL and amortized cost respectively in compliance with Ind AS 109 'Financial Instruments'.

3. Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in 'other comprehensive income'

The concept of other comprehensive income did not exist under previous GAAP.

The transition from previous GAAP to Ind AS did not have any impact on the statement of cash flows.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors
Compucom Software Limited

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer
M.No. FCS8728

Place : Jaipur
Date : May 29, 2018

Annexure IX

FORM AOC -1

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

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. In Lakhs except % of shareholding)

S. No.		1	2
1	Name of the subsidiary	ITneer,Inc.,USA	CSL Infomedia Private Ltd.
2	The Date when Subsidiary acquired	**24th July, 1999**	**13th November, 2010**
3	Reporting period for the subsidiary concerned, if different from the holding Company's Reporting Period	**31st March, 2018**	**31st March, 2018**
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	**1 USD = 65.04**	**Indian Rupees**
5	Share Capital	**650**	**700**
6	Reserves & surplus	**151**	**242**
7	Total Assets	**884**	**1117**
8	Total Liabilities	**83**	**175**
9	Investments	**337**	**0.34**
10	Turnover	**566**	**761**
11	Profit Before taxation	**15**	**306**
12	Provision for taxation	**1**	**70**
13	Profit after taxation	**14**	**236**
14	Proposed Dividend	**-**	**-**
15	% of shareholding	**100**	**65**

Notes:

1. Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on March 31, 2018.
2. The above figures of ITneer, Inc., USA have been converted using exchange rate of Reserve Bank of India as on 31.03.2018.

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Director
Compucom Software Limited

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
CA Om Prakash Sapra	Surendra Kumar Surana	Shubh Karan Surana	CA Sanjeev Nigam	CS Swati Jain
Proprietor	Managing Director	Director	Chief Financial Officer	Company Secretary &
M. No. 072372	DIN: 00340866	DIN: 00341082	(CFO)	Compliance Officer

Jaipur
August 13, 2018

INDEPENDENT AUDITOR'S REPORT

To
The members of
M/s. **Compucom Software Limited**
Jaipur

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **Compucom Software Limited** ('the Holding Company') and its Subsidiaries and Associate(collectively referred to as 'the Company' or 'the Group'), which includes the Group's share of profit/loss in its associates and joint ventures, which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended on that date and a summary of the Significant Accounting Policies and other explanatory information (hereinafter referred to as 'The Consolidated Financial Statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance including Other Comprehensive Income, Consolidated Cash Flows and Consolidated Changes in equity of the Group including its subsidiaries in accordance with the Indian Accounting Standards(IND AS) prescribed under Section 133 of the Comapnies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.. The Board of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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.

Opinion

We did not audit the Financial Statements of the subsidiaries, namely-

i. ITneer Inc., whose Financial Statements reflect total assets of Rs. 874 lacs as at March 31, 2018 and total revenues of Rs. 557 lacs for the year ended and total profit after tax of Rs. (1) lacs and,

ii. CSL Infomedia Private Limited, whose Financial Statements reflect total assets of Rs. 1,117 lacs as at March 31, 2018 and total revenues of Rs.761 lacs for the year ended and total profit after tax of Rs. 236 lacs on that date as considered in Consolidated Financial Statements. These Consolidated Financial Statements and other information of both the subsidiaries have been audited by other auditors whose report has been furnished to us by the management and our opinion, in so far as it relates to the amounts included in respect of this subsidiary, is based solely on the report of the other auditors.

    In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated State of Affairs of the Company, as at March 31, 2018, and their Consolidated Profit and their Consolidated Cash Flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by sub-section 3 of Section 143 of the Act based on our audit and on the consideration of the report of other auditor on separate financial statement of subsidiary company, incorporated in India , we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

   c. The consolidated balance sheet, the consolidated statement of profit and loss including Other Comprehensive Income, the consolidated cash flow statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on March 31, 2018 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 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 A**, which is based on the auditor's reports of the company, subsidiary companies incorporated in India. 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 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. (Refer to Point no. 1 of Notes on Accounts attached to the Standalone Financial Statements.)

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any.

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

For Sapra and Company
Chartered Accountants
FRN 003208C

CA. OM PRAKASH SAPRA
Proprietor
Membership No. 072372

Place: Jaipur
Date: May 29, 2018

Annexure A 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 companies incorporated in India, as at March 31, 2018 in conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2018.

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, 2018, 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 29, 2018

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(in Lacs)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
ASSETS				
Non-current Assets				
a) Property, Plant and Equipment	5	2,628	3,794	5,345
b) Capitalwork-in-progress	5	114	-	-
c) IntangibleAssets	6	7	8	7
d) Financial Assets				
i) Investment	7	410	152	136
ii) Loans		-	-	-
e) Deferred tax assets(net)		84	-	-
f) Other non-current Assets	8	1,537	1,512	1252
Total Non-current assets		**4,779**	**5,466**	**6,739**
Current assets				
a) Inventories	9	194	4	4
b) Financial Assets				
i) Investments		-	-	-
ii) Trade receivables	10	4,733	6,441	6,673
iii) Cash and cash equivalents	11	4,076	3,225	3,337
iv) Other Bank balances		-	-	-
v) Loans		-	-	-
vi) Other		-	-	-
c) Other current Assets	8	1,321	1,047	787
d) Current tax Assets		587	328	732
Total Current assets		**10,911**	**11,045**	**11,534**
TOTAL		**15,690**	**16,511**	**18,272**
EQUITY AND LIABILITIES				
Equity				
a) Equity share capital	12	1,583	1,583	1,583
b) Other equity		11,033	10,647	10,491
Total Equity		**12,615**	**12,229**	**12,074**
Non Controlling Interest		**330**	**247**	**221**
Liabilities				
Non-current liabilities				
a) Financial liabilities				
i) Borrowings	16	-	22	638
ii) Trade payable	17	577	577	577
iii) Other financial liabilities	13	55	55	55
b) Provisions	14	79	73	72
c) Deferred Tax liabilities		-	199	510
d) Other non-current Liabilities		-	-	-
Total Non-current liabilities		**710**	**926**	**1852**
Current liabilities				
a) Financial liabilities				
i) Borrowings	16	281	730	820
ii) Trade payables	17	135	156	161
iii) Other financial liabilities		-	-	-
b) Other current Liabilities	15	369	992	1638
c) Provisions	14	910	950	1,063
d) Current tax Liabilities		341	282	443
Total Current liabilities		**2,035**	**3,109**	**4,125**
TOTAL		**15,690**	**16,511**	**18,272**

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

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer

Place : Jaipur
Date : May 29, 2018

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2018

(in Lacs)

PARTICULARS	Notes	For the year ended on March 31, 2018	For the year ended on March 31, 2017
Revenue from operations	18	5174	5671
Other income	19	470	303
Total Income		**5644**	**5974**
Expenses:			
Learning Solution Execution Expenses		768	773
Purchase of traded goods	20	190	-
Changes in inventories of finished goods and work-in-progress	21	(190)	-
Employee benefits expense	22	806	792
Finance costs	23	102	211
Depreciation and amortization expense	24	1230	1502
Other expenses	25	2006	2373
Total expenses		**4912**	**5652**
Profit before exceptional item and tax		**732**	**322**
Exceptional item		-	-
Profit before tax		**732**	**322**
Tax expense :			
Current tax		477	392
Deferred tax credit		(283)	(311)
Earlier Years tax		0	(19)
Total tax expenses		**194**	**63**
Profit for the year		**538**	**259**
Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		19	23
(b) Tax benefit on items that will not be reclassified to profit or loss		(7)	(8)
B) Items that will be reclassified to profit or loss			
(a) Translation Difference		21	3
(b) Tax expenses on items that will be reclassified to profit or loss		(7)	(1)
Total other comprehensive income		**26**	**17**
Total comprehensive income for the year		**564**	**276**
Profit attributable to			
Owners of the Company		455	234
Non-controlling interests		83	25
Total Comprehensive income attributable to			
Owners of the Company		481	250
Non-controlling interests		83	26
Earnings per share (of Rs. 2 each)			
Basic earnings per share (Rs.)	26	0.61	0.32
Diluted earnings per share (Rs.)	26	0.61	0.32

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

CA Om Prakash Sapra Proprietor M. No. 072372	Surendra Kumar Surana Managing Director DIN: 00340866	Shubh Karan Surana Director DIN: 00341082	CA Sanjeev Nigam Chief Financial Officer (CFO)	CS Swati Jain Company Secretary & Compliance Officer

Place : Jaipur
Date : May 29, 2018

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2018

(in Lacs)

PARTICULARS	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
(A) CASH FLOW FROM OPERATING ACTIVITIES :			
Net profit before tax		732	322
Adjustments to reconcile profit to net cash provided by operating activities:			
Depreciation and amortization expense	24	1230	1502
Interest expense	23	66	172
Interest income	19	(268)	(242)
Provision for Gratuity		25	24
Foreign Exchange difference		7	(6)
Net gain on investments measured at FVTPL		(7)	(1)
Loss / (Gain) on sale of fixed assets and investment (net)		6	(4)
Operating profit before working capital changes		**1791**	**1767**
Changes in assets and liabilities			
(Increase)/Decrease in Other current assets and non current assets		960	115
Increase/(Decrease) in current and non current liabilities		(1155)	(1472)
Cash generated from operations		**1596**	**410**
Income taxes paid during the year		(419)	(534)
Net cash generated from operating activities		**1177**	**(124)**
(B) CASH FLOW FROM INVESTING ACTIVITIES :			
Purchases of property, plant and equipment (including intangibles, CWIP and Capital Advances)		(183)	(33)
Interest received	19	268	242
Increase/(Decrease) in unpaid dividend and FDR having maturity less than 3 months		2106	(766)
Purchase of share, mutual funds, current investments		(251)	(15)
Proceeds from sale of property, plant and equipment		1	85
Net cash generated from investing activities		**1941**	**(487)**
(C) CASH FLOW FROM FINANCING ACTIVITIES :			
Interest paid	23	(66)	(172)
Dividend and tax paid thereon		(95)	(95)
Net cash used in financing activities		**(161)**	**(267)**
Net increase in Cash and cash equivalents		2957	(878)
Cash and cash equivalents at the beginning of the year		657	1535
Cash and cash equivalents at the end of the year		**3614**	**657**

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

CA Om Prakash Sapra	Surendra Kumar Surana	Shubh Karan Surana	CA Sanjeev Nigam	CS Swati Jain
Proprietor	Managing Director	Director	Chief Financial Officer	Company Secretary &
M. No. 072372	DIN: 00340866	DIN: 00341082	(CFO)	Compliance Officer

Place : Jaipur
Date : May 29, 2018

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

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, 2016, March 31, 2017 and March 31, 2018	791	1582

B. OTHER EQUITY

(in Lacs)

Particulars	Equity share Capital	Reserve and surplus				Other Comprehensive Income		Total Equity Attributable to Equity Shareholder
		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, 2016	1583	1353	1485	212	7360	82	-	12074
Profit for the year					234	-	-	234
Change in value of Investment	-	-	-	-	-	-	-	-
Actuarial Gains on Liability	-	-	-	-	-	-	22	22
Foreign Currency translation during the year of continuing foreign operations	-	-	-	-	-	3	-	3
Dividend declared - Paid	-	-	-	-	(77)	-	-	(77)
Dividend distribution tax - Paid	-	-	-	-	(16)	-	-	(16)
Dividend declared - Unpaid	-	-	-	-	(2)	-	-	(2)
Dividend distribution tax paid on unpaid dividend	-	-	-	-	-	-	-	-
Tax Effect	-	-	-	-	-	(1)	(8)	(9)
Balance as at the end of the year March 31, 2017	1583	1353	1485	212	7499	84	14	12229
Profit for the year	-	-	-	-	455	-	-	455
Change in value of Investment	-	-	-	-	-	-	-	-
Actuarial Gains on Liability	-	-	-	-	-	-	19	19
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)
Balance as at the end of the year March 31, 2018	1583	1353	1485	212	7859	98	27	12615

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

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer

Place : Jaipur
Date : May 29, 2018

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended March 31, 2018

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, 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 and National Stock Exchange of India Limited.

The financial statements are approved for issue by the Company's Board of Directors in its meeting held on May 29, 2018.

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,

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 29, 2018.

These are Company's first financial statements prepared in accordance with Ind AS, using April 1, 2016 as the transition date.

The Company has adopted all the relevant Ind AS based on the concern and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with relevant Rule of the Companies (Accounts) Rules, (IGAAP), which was the previous GAAP.

An explanation of how the transition to Ind AS has affected the reporting of financial data in Balance sheet, Statement of Profit & loss and cash flows of the Company and the exemptions claimed by the Company on first time adoption of Ind AS (Refer Note 39).

b) Critical accounting estimate and judgement

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates under different assumptions and conditions.

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Significant Estimates

(i) **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 typical on estimate basis and are based on information as provided by the appropriate authority and they are normally incurred as and when due to support the project requirements. The costs are estimated on the basis of various reports and estimates made by the competent personnel present and the Project sites and after due verification and from the contracts entered on earlier the provision is made for various expenses which will be required to settle the obligations. The management estimates that in the most likelihood the settlement of the provisions will be done in current year and hence no discounting is necessary.

(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 unless the likelihood of an adverse outcome is remote. 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 judgement 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: 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.

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 acquire. 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

Revenue is recognized to the extent that it is probable that economic benefit will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenues are measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing Goods and service tax and other indirect levies.

(i) **Revenue from services**

The revenue from services provided is recognized when it can be ascertained with reasonable certainty in respect of terms of the services rendered by the company with reference to the provisions of the contract entered into by the company and the economic benefits associated with the project or services rendered are set to flow into the company.

(ii) **Sale of goods**

Revenues from sales are recognized when all significant risks and rewards of ownership of the goods sold are transferred to the customer who usually is on delivery of the goods and it can be reliably measured and it is reasonable to expect ultimate collection.

(iii) **Unbilled Revenues**

The company has the policy recognizing revenue based on certain time and material contracts which is recognized when the related services are performed and revenue from the end of last billing to balance sheet date is recognized as unbilled revenues (accrued income).

(iv) **Sale of wind energy**

Revenue from sale of wind energy is recognized when delivered and measured based on rates as per bilateral contractual agreements with buyers and at rate arrived at based on the principles laid down under the relevant Tariff Regulations as notified by the regulatory bodies, as applicable.

(v) **Dividends**

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.

(vi) **Interest income**

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, by reference to the principal outstanding and at the effective interest rate.

(vii) **Others**

Revenue relating to insurance claims and interest on delayed or overdue payments from trade receivable is recognized when no significant uncertainty as to measurability or collection exists.

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. 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
Factory buildings	30
Residential buildings	60
Solar Power Equipment	15
Computers and data processing equipment	3
Machinery for power project	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.

(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) Impairment of goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash-generating unit (CGU) is less than its carrying amount, based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of CGUs is determined based on the higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the CGU or groups of CGUs which are benefiting from the synergies of the acquisition and which represent the lowest level at which goodwill is monitored for internal management purposes.

(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 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.

(vii) 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.

SUBSEQUENT MEASUREMENT

(a) Non-derivative financial instruments

(i) 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.

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

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iii) 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.

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.

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.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

I. Work-in-progress and finished goods (including significant by-products) are valued at lower of cost or net realizable value on weighted average basis.
II. Stores and spares are valued at lower of cost or net realizable value on weighted average basis.
III. Immaterial by-products are valued at 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) 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.

(e) 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 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 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 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.

(f) Provisions

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.

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 outflow 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.

(g) 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 ITNEER INC is US Dollar.

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 2017-18	F.Y 2016-17
CIF Value of imports	-	-
Other Expenses	-	0.27
FOB Value of exports	275.80	477.07

(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 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) 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 company 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.

(j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less that is readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

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.

(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 2017-18	F.Y 2016-17
Amount (Rs. In lacs)	1.07 (F.Y 2016-17)	1.07 (F.Y 2015-16)
No of Shares (in lacs)	10.07	10.07

(a) 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 Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

Ind AS 115 Revenue from Contracts with Customers

Ind AS 21 The Effect of Changes in Foreign Exchange Rates

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS18 – Revenue, Ind AS 11 – Construction Contracts when it becomes effective.

The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer
Step 2: Identify the performance obligation in contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The Company has completed its evaluation of the possible impact of Ind AS 115 and will adopt the standard with all related amendments to all contracts with customers retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application. Under this transition method, cumulative effect of initially applying Ind AS 115 is recognized as an adjustment to the opening balance of retained earnings of the annual reporting period. The standard is applied retrospectively only to contracts that are not completed contracts at the date of initial application. The Company does not expect the impact of the adoption of the new standard to be material on its retained earnings and to its net income on an ongoing basis.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. Compucom Software Limited is evaluating the impact of this amendment 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, 2016	291	711	15277	1380	85	55	35	-	1708	19542
Additions	-	1	13	1	-	-	-	-	15	30
Disposals	19	79	4	5	-	-	-	-	-	107
Adjustments/translation difference	-	-	-	-	-	-	-	-	-	-
As at March 31, 2017	272	633	15286	1376	85	55	35	-	1723	19465
Additions	-	25	36	2	6	-	-	-	-	69
Disposals	8	-	-	-	6	-	-	-	-	14
Adjustments/translation difference	-	-	-	-	-	-	-	-	-	-
As at March 31, 2018	264	658	15322	1378	85	55	35	-	1723	19520
Accumulated depreciation										
As at April 1, 2016	-	159	12233	969	62	14	13	(31)	780	14198
Depreciation charge for the year	-	14	1216	174	10	1	4	-	76	1494
Disposals	-	23	1	36	-	-	-	-	-	60
Adjustments/translation difference	-	-	3	-	(2)	-	4	34	-	39
As at March 31, 2017	-	150	13452	1107	69	14	21	3	856	15672
Depreciation charge for the year	-	13	988	144	4	1	3	-	77	1229
Disposals	-	-	-	-	5	-	-	3	-	8
Adjustments/translation difference	-	-	-	-	-	-	-	-	-	-
As at March 31, 2018	-	163	14440	1251	68	15	23	-	932	16892
Net Book Value										
As at April 1, 2016	291	553	3044	411	23	41	22	31	929	5345
As at March 31, 2017	272	484	1835	269	15	41	14	(3)	867	3794
As at March 31, 2018	264	495	882	127	17	40	12	-	791	2629

(in Lacs)

Carrying amount of	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital work in progress	114	-	-

Note 06: INTANGIBLE ASSETS

(in Lacs)

Particulars	Computer Software	Marketing rights	Intangible Asset	Licenses and Franchise	Total
At Cost As at April 1, 2016	169	80	-	20	269
Additions	-	-	3	1	4
Disposals	-	-	-	-	-
As at March 31, 2017	**169**	**80**	**3**	**21**	**273**
Additions Disposals	-	-	-	-	-
As at March 31, 2018	**169**	**80**	**3**	**21**	**273**
Amortization As at April 1, 2016	169	80	-	13	**263**
Charge for the year	-	-	0.08	2	1
Adjustments/Deduction	-	-	-	1	1
As at March 31, 2017	**169**	**80**	**0.08**	**16**	**265**
Charge for the year	-	-	0.34	1	1
As at March 31, 2018	**169**	**80**	**0.42**	**17**	**266**
Net Book Value As at April 1, 2016	-	-	-	7	7
As at March 31, 2017	-	-	3	5	8
As at March 31, 2018	-	-	3	4	7

Note 07: INVESTMENTS (Non Current)

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Financial assets measured at Amortized Cost			
Investment in National saving certificate	16	15	13
Investment in E-Trade bonds	333	-	-
Financial assets measured at fair value through profit and loss			
Investment in mutual funds-quoted	58	4	6
Investment in Equity Instruments Quoted	1	1	1
Investment in Equity Instruments Unquoted	2	132	116
Investments measured at cost			
Total	**410**	**152**	**136**
Aggregate amount of quoted investment	**59**	**5**	**7**
Market value of quoted investment	**59**	**5**	**7**
Aggregate amount of unquoted investment	**2**	**132**	**116**

Note 08: OTHER ASSETS

Non-current			
Unsecured, considered good			
Transline business solutions	-	-	8
Security Deposits	102	89	96
Withholding Income Tax and others	592	575	260
Trade Receivable	843	847	887
Total	**1,537**	**1,512**	**1,252**
Current			
Unsecured, considered good			
For Supply of Goods and Services	14	9	9
Interest accrued but not due	42	27	30
Prepaid Expenses	112	95	92
Accrued Income	1113	906	647
Advances to Employees- Salary Advance	9	5	9
Advances against Government Dues	29	4	-
Security Deposits	2	-	-
Total	**1321**	**1046**	**787**

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Note 09: INVENTORIES			
Lower of cost or net realizable value			
a. Raw material	-	-	-
b. Work in progress	-	-	-
c. Finished goods	194	4	4
Total	**194**	**4**	**4**
Note 10: TRADE RECEIVABLES			
Unsecured, considered good	4,733	6,441	6,673
Unsecured, considered doubtful	-	-	-
Provision on doubtful debts	-	-	-
Total	**4,733**	**6,441**	**6,673**
Note 11: CASH AND CASH EQUIVALENTS			
Balances with banks	76	289	123
Cheques, drafts on hand	182	110	299
Cash on hand	1	5	2
Deposits with original maturity of less than 3 months	3355	253	1111
Total (A)	**3614**	**657**	**1535**
Fixed deposits having maturity more than 3 months but not more than 12 months	448	2554	1787
Earmarked unpaid dividend accounts	15	14	15
Total (B)	**462**	**2568**	**1802**
Total (A+B)	**4076**	**3225**	**3337**
NOTE 12: EQUITY SHARE CAPITAL			
A. Authorized equity share capital			
Equity Share of Rs. 2 each	2,000	2,000	2,000
No. of Shares (In Lacs)	1000	1000	1000
B. Issued, subscribed and paid up			
Equity Share of Rs. 2 each	1583	1583	1583
No. of Shares (In Lacs)	791	791	791
C. Details of shareholders holding more than 5% shares in the Company			
Rishab Infotech Private Limited			
No. of Shares (In Lakhs)	172	178	185
% of Holding	21.76%	22.51%	23.34%
Sambhav Infotech Private Limited			
No. of Shares (In Lakhs)	199	199	199
% of Holding	25.15%	25.15%	25.15%
Compucom Technologies Private Limited			
No. of Shares (In Lakhs)	144	157	160
% of Holding	18.22%	19.81%	20.25%

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 13: OTHER FINANCIAL LIABILITIES

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Non-current			
Capital creditors			
EMD/ SD from Vendors	55	51	51
Greater Noida Export Promotion Industrial Park	-	4	4
Total	**55**	**55**	**55**

Note 14: PROVISIONSNon-Current

(‘ in Lacs)

Particulars	Provision for Gratuity	Total
As at April 1, 2016	**72**	72
Addition during the year	5	5
Utilized	4	4
As at March 31, 2017	**73**	73
Addition during the year	6	6
Utilized	-	-
As at March 31, 2018	**79**	79

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, 2018	As at March 31, 2017	As at April 01, 2016
Provision for gratuity	3	3	3
Salary & Allowances	51	29	41
Provision for Projects Execution Expense	856	918	1019
Total	**910**	**950**	**1063**

Note 15: OTHER LIABILITIES

Current			
Current maturities of Long-Term debts	22	616	835
Income received in advance	43	275	673
Unpaid dividends	15	14	15
Interest accrued but not due on borrowings	-	9	19
Others			
Statutory and other liabilities	166	54	56
Provision for Expenses	121	22	38
Rental Deposits	2	2	2
Total	**369**	**992**	**1,638**

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 16: BORROWINGS

Non-Current			
Term Loan	-	22	638
Total	**-**	**22**	**638**
Current			
Other Bank credits	281	730	820
Total	**281**	**730**	**820**

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Note 17: TRADE PAYABLES			
Non-Current			
TRADE PAYABLES	577	577	577
Total	577	577	577
Current			
TRADE PAYABLES	135	156	161
Total	**135**	**156**	**161**

Note 18: REVENUE FROM OPERATIONS

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Sale of products (Wind power generation)	141	171
Sale of Services	4651	5288
Advertisement services	186	166
Studio and Satellite education services	196	46
Total	**5,174**	**5,671**
Note 19: OTHER INCOME		
Net gain on investments measured at FVTPL	2	1
Net gain on sale of Mutual Funds	-	-
Net gain on foreign currency transactions and translation	-	-
Amortization of deferred revenue arising from government grant	-	-
Interest Income	268	242
Bank deposits at amortized cost	-	-
Investments at fair value through other comprehensive income	-	-
Other non-operating income	200	60
Total	**470**	**303**
Note 20: COST OF MATERIALS CONSUMED		
Opening inventory	4	4
Add: Purchase	190	-
Less: Closing inventory	194	4
Cost of materials consumed	**-**	**-**
Note 21: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Opening inventory		
Finished goods	4	4
Work in progress :-	-	-
Total	**4**	**4**
Closing inventory		
Finished goods	194	4
Work in progress :-	-	-
Total	**194**	**4**
Changes in Inventory	**(190)**	**-**

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Note 22: EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	718	686
Contribution to provident and other funds	66	81
Contributions to Gratuity fund	20	23
Staff welfare expenses	2	2
Total	**806**	**792**
Note 23: FINANCE COSTS		
Interest expense on borrowings	66	172
B.G. Commission & Bank Charges	36	39
Total	**102**	**211**
Note 24: DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on property, plant and equipments	1,229	1501
Amortization on intangible assets	1	1
Total	**1,230**	**1502**
Note 25: OTHER EXPENSES		
Advertisement and Publicity Expenditures	6	5
Remuneration to Auditors (refer note below)	4	3
Balances written off	1,312	1,599
Communication Expenditures	15	16
Corporate Social Responsibility (refer note 29)	5	6
Director's Sitting fees	2	2
Donations	32	30
Insurance Expenditure	9	10
Office & general Expenditures	111	151
Printing and Stationery	6	7
Rent and Facility Support	17	24
Repair and Maintenance Expenditure	27	14
Operation and Maintenance(Wind Power)	33	41
Vehicle Running and maintenance	6	8
Travelling and Conveyance Expenditures	20	24
Water and Electricity	22	24
Legal and professional	32	23
Interest on taxes	3	21
Data entry expenses	31	-
Patrakar Kalyan Kosh	2	1
Software & Licensing Fees	10	7
SLA Deduction	-	45
Sub Contracting	56	67
Direct Expenses for satellite services	245	245
Total	**2,006**	**2,373**
Remuneration to auditors		
- Audit fees	3	2
- Other services	1	1
Total	**4**	**3**

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Note 26: EARNINGS PER SHARE		
Basic earnings per share (Rs.)	0.61	0.32
Diluted earnings per share (Rs.)	0.61	0.32

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, 2018	For the year Ended March 31, 2017
Profit after tax attributable to owners of the Company (in Lacs)	481	250
Earnings used in the calculation of basic earnings for the year (in Lacs)	481	250
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, 2018	As at March 31, 2017	As at April 01, 2016
a. Contingent liabilities			
Guarantees issued by the banks (excluding Financial guarantee)	3,974	2,862	3,360
Service tax demands	464	902	1317
Income tax demands	506	510	395
Others	64	64	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	3,974	2,862	Counter Guarantee given by the Company of the same amount.
2	Service tax demand for the FY 2011-12	11	449	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 Lacs and penalty of Rs. 224 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 is waived as no willful intention was there and the service tax demand is now confined to Rs. 12 Lacs approx.
3	Service Tax Demand	249	249	During the year 2013-14, the company received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 125 Lacs and a penalty for the same amount for the period April 2008 to March 2011. Against this order company has filed an appeal before Custom, Central Excise &Service Tax Appellate Tribunal,New Delhi.The company has deposited Rs 30 lacs against this demand. The same is still pending.
4	Service Tax Demand	203	203	During the F.Y. 2014-15, company has received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 68 Lacs for the period October 2011 to March 2013, interest subject to a maximum of Rs. 68 Lacs and a penalty u/s 76 of the Finance Act, 1994 for Rs. 100/- per day during which the failure continues or at the rate 1% of the amount of service tax due, per month, whichever is higher, starting with the first day after due date till the date of actual payment of the outstanding amount of service tax, subject to maximum amount of Rs. 68 Lacs. And also the commissioner has imposed a penalty of Rs. 10,000/- u/s

Sr. No.	Nature of Contingent Liability	Amount (Rs. In Lacs)	Amount-Previous Year (Rs. In Lacs)	Remarks
				77(2) of the Finance Act, 1994. Against this order company has filed an appeal before Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi. The company has deposited Rs 5.08 lacs against this demand. The same is still pending.
5	Provident Fund Demand by JVVNL (a Rajasthan State Government Electricity Company)	64	64	A fixed deposit of Rs. 64 Lacs (included in Cash and Bank Balances under Balances with banks including FDRs having maturity less than 3 months at Note no. 14) has been made by JVVNL following the directions of Rajasthan High Court in connection with a dispute between the company and JVVNL regarding PF dues. Interest on Fixed Deposit accrues to 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	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 gone into appeal before Commissioner of Income Tax (Appeals). However, the said demand has been deposited.
7	Income Tax Demand	29	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 same is still pending.
8	Income Tax Demand	34	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 same is still pending.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.
9	Income Tax Demand	28	32	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2010-11, the company has gone into appeal before Commissioner of Income Tax (Appeals) for demand of Rs. 32 Lacs.Further, 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 has gone into appeal before Commissioner of Income Tax (Appeals).The same is still pending.
10	Income Tax Demand	78	78	The said demand was due to some additions made in the income for the A.Y. 2011-12 and mismatch of TDS claimed by the company and TDS shown in Form 26AS for the relevant A.Y..Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2011-12, the company had gone into appeal before The Commissioner of Income Tax (Appeals) [CIT (A)] against some additions made in the income. The CIT (A) has deleted the additions made by the Assessing Officer except the addition made for CSR expenses claimed by the company. An application for the appeal effect of the same has been filed. The same is still pending. An application u/s 154 against the mismatch of TDS has also been filed which is also still pending.
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	119	119	Against the assessment order passed u/s 143(3) of the Income Tax Act, 1961 for the A.Y. 2013-14, the company has gone into appeal before Commissioner of Income Tax (Appeals). The same is still pending. The total demand has been adjusted by the department against the refund receivable for the A.Y. 2014-15.

Note 28: 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, 2018	As at March 31, 2017	As at April 01, 2016
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%	7.4%	7.7%
Expected rate of increase in compensation level of covered employees	7%	7.0%	7.0%
Demographic Assumptions			
i) Retirement Age (Years)	60	60	60
ii) Mortality rates inclusive of provision for disability	100% of IALM (2006 - 08)		
Amount recognized in the balance sheet consists of:			
Fair value of planned assets	-	-	-
Present value of defined benefit obligations	81	76	75
Net liability arising from defined benefit obligation	**(81)**	**(76)**	**(75)**

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
The movement during the year of the present value of the defined benefit obligation was as follows:		
Opening Balance	76	75
Service cost	19	20
Benefits paid	-	(2)
Interest cost	6	6
Actuarial loss on obligation	(19)	(23)
Closing Balance	**82**	**76**

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Amounts recognized in Statement of Profit and loss in respect of defined benefit plan are as follows:		
Current service cost	19	20
Net Interest cost	6	6
Total charge to Statement of Profit and Loss	**25**	**26**
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)	3
Actuarial (Gain)/Loss arising from Experience Adjustment	(16)	(26)
Loss on Plan assets (excluding amounts included in net interest cost)	-	-
Remeasurement of the net defined benefit liability	**(19)**	**(23)**
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, 2018	For the year Ended March 31, 2017
Impact of change discount rate		
Increase by 1%	72	67
Decrease by 1%	93	87
Impact of change in salary increase rate		
Increase by 1%	93	87
Decrease by 1%	72	66
Impact of change in withdrawal rate		
Increase by 1%	82	76
Decrease by 1%	81	75

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)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
a. Tax charge recognized in Profit and Loss		
Current tax:		
Current tax on profit for the year & earlier years	477	373
Total Current tax & earlier Years	**477**	**373**
Deferred tax:		
Property, plant and equipment, Exploration and evaluation and intangible assets	(293)	(317)
Fair valuation of Investments	3	-
Provisions long and short	-	-
Adjustment in respect of MAT credits available	7	(6)
Adjustment in respect of brought forward losses	-	12
Others	-	-
Total Deferred tax expenses	**(283)**	**(311)**
Tax expense for the year (net off deferred tax and current tax)	**194**	**62**
Effective income tax rate (%)	**31.60%**	**29.43%**
b. Statement of other comprehensive income tax (credit) / charge on:		
Actuarial gain on remeasurements of defined benefit plan	19	23
Tax charge	(7)	(8)
Total	**12**	**15**
Translation difference arising on conversion	21	3
Tax charge	(7)	(1)
Total	**14**	**2**

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, 2018	For the year Ended March 31, 2017
Accounting profit before tax (after exceptional item)	**732**	322
Statutory income tax rate	31.60%	29.43%
Tax at statutory income tax rate	**231**	**95**
Disallowable expenses	464	665
Fair valuation of Investments through FVTPL	(7)	(1)
Tax holidays and similar exemptions	(108)	(125)
Depreciation under income tax	(381)	(559)
Adjustments Through OCI	(17)	5
Adjustments disallowable	27	-
Adjustments in respect of prior years	(80)	(54)
Taxation adjustment for foreign operation	(16)	(41)
Total	**194**	**62**

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 assesse 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 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 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 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 Jaisalmer 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, 2018**	**As at March 31, 2017**	**As at April 01, 2016**
Property, plant and equipment, Exploration and evaluation & intangible assets	(58)	236	552
Fair valuation of Investments	2	(1)	(1)
Provisions long and short	(26)	(25)	(25)
Adjustment in respect of MAT credits available	(3)	(10)	(3)
Adjustment in respect of brought forward losses	-	-	(13)
Others	1	(1)	-
Deferred Tax Assets (net)	**(84)**	**199**	**510**

Note 30: CORPORATE SOCIAL RESPONSIBILITY EXPENSES

(in Lacs)

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**

Particulars	**Year ended March 31, 2017**		
	In- Cash	**Yet to be Paid in Cash**	**Total**
Amount spent during the year on			
i) Depreciation and amortization		-	
ii) Other expenses including employee benefit expenses	6		6
Total amount spent	**6**		**6**

Note 31: 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.

The following table presents revenue and profit information regarding the Company's business segments for the year ended March 31, 2018 and March 31, 2017.

b. Information about reportable segments

I. Information about primary segments (in Lacs)

Particulars	**Year ended March 31, 2018**			**Year ended March 31, 2017**		
	Business Segment	**Unallocated**	**Total**	**Business Segment**	**Unallocated**	**Total**
Revenue						
Software	622	-	622	861	-	861
Learning	4,028	-	4,028	4,427	-	4,427
Wind Power	141	-	141	171	-	171
Others	383		383	212		212
Segment revenue	**5,174**	**-**	**5,174**	**5,671**	**-**	**5,671**
Expenses						
Software	584	-	584	604	-	604
Learning	4,074	-	4,074	4,742	-	4,742
Wind Power	115	-	115	128	-	128
Others	109		109	140		140
Segment Expense	**4,882**	**-**	**4,882**	**5,614**	**-**	**5,614**
Segment Results						
Software	**38**	**-**	**38**	**257**	**-**	**257**
Learning	**(46)**	**-**	**(46)**	**(315)**	**-**	**(315)**
Wind Power	**26**	**-**	**26**	**43**	**-**	**43**
Others	**274**	**-**	**274**	**72**	**-**	**72**
Segment Results	**292**	**-**	**292**	**57**	**-**	**57**
Add: Other unallocable Income	-	470	470	-	303	303
Less: Other unallocable Expenses	-	30	30	-	38	38
Profit before tax and exceptional items	-	-	732	-	-	322
Less: Exceptional item	-	-	-	-	-	-
Profit before tax	-	-	732	-	-	322
Tax expenses	-	-	194	-	-	63
Other Comprehensive Income	-	-	26	-	-	17
Profit for the year	-	-	**564**	-	-	**276**

II. Information based on Geography (in Lacs)

Geographical Segments	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Revenue by geographical segment		
India	5,087	5,173
USA	557	801
Total	**5,644**	**5,974**

Reconciliation between segment revenue and enterprise revenue.

(in Lacs)

	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Segment Revenue		
Software	622	861
Learning	4,028	4,427
Wind Power	141	171
Others	383	212
Total Segment Revenue	**5,174**	**5,671**
Enterprise Revenue		
Revenue from operations	5,644	5,974
Less: Other operating revenues	(470)	(303)
Add: Export Incentives	-	-
Total Segment Revenue	**5,174**	**5,671**

Note 32: 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, 2018				
Financial assets				
Cash and cash equivalents	-	3,614	3,614	3,614
Other bank balances	-	462	462	462
Current investments	-	-	-	-
Trade receivables	4,732	-	4,732	4,732
Other Current financial assets and loans	-	-	-	-
Other Non-current financial assets	393	17	410	410
Total	**5,125**	**4,093**	**9,218**	**9,218**
Financial liabilities				
Short term borrowings	-	281	281	281
Trade payables	135	577	712	712
Other Current financial liabilities	-	-	-	-
Other Non-current financial liabilities	-	55	55	55
Total	**135**	**913**	**1,048**	**1,048**

Particulars	Fair Value through profit and loss	Amortized Cost	Total carrying value	Total fair value
As at March 31, 2017				
Financial assets				
Cash and cash equivalents	-	657	657	657
Other bank balances	-	2,568	2,568	2,568
Current investments	-	-	-	-
Trade receivables	6,441	-	6,441	6,441
Other Current financial assets and loans	-	-	-	-
Other Non-current financial assets	137	15	152	152
Total	**6,578**	**3,240**	**9,818**	**9,818**
Financial liabilities				
Borrowings	-	752	752	752
Trade payables	156	577	733	733
Other Current financial liabilities	-	-	-	-
Other Non-current financial liabilities	-	55	55	55
Total	**156**	**1,384**	**1,540**	**1,540**
As at April 1, 2016				
Financial assets				
Cash and cash equivalents	-	1,535	1,535	1,535
Other bank balances	-	1,802	1,802	1,802
Current investments	-	-	-	-
Trade receivables	6,673	-	6,673	6,673
Other Current financial assets and loans	-	-	-	-
Other Non-current financial assets	125	11	136	136
Total	**6,798**	**3,348**	**10,146**	**10,146**
Financial liabilities				
Borrowings	-	1458	1458	1458
Trade payables	161	577	738	738
Other Current financial liabilities	-	-	-	-
Other Non-current financial liabilities	-	55	55	55
Total	**161**	**2,090**	**2,251**	**2,251**

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, 2018			
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**
As at March 31, 2017			
Financial Assets			
At fair value through profit and loss			
Non Current investment	5	-	147
Total	**5**	**-**	**147**
Financial Liabilities			
Fair value of liabilities carried at amortised cost			
Borrowings	-	-	752
Total	**-**	**-**	**752**
As at April 1, 2016			
Financial Assets			
At fair value through profit and loss			
Non Current investment	7	-	129
Total	**7**	**-**	**129**
Financial Liabilities			
Fair value of liabilities carried at amortised cost			
Borrowings	-	-	1,458
Total	**-**	**-**	**1,458**

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 29.05.2018.

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, 2018, March31, 2017 and April 1, 2016.

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, 2018					
Trade and other payables	416	-	55	577	1,048
Total	**416**	**-**	**55**	**577**	1,048
As at March 31, 2017					
Trade and other payables	886	22	55	577	1,540
Total	**886**	**22**	**55**	**577**	**1,540**
As at April 1, 2016					
Trade and other payables	981	638	55	577	2,251
Total	**981**	**638**	**55**	**577**	**2,251**

The company had access to following funding facilities.

(in Lacs)

Funding facility	Total facility	Drawn	Undrawn
As at March 31, 2018			
Less than 1 year	877	76	801
More than 1 year	-	-	-
Total	**877**	**76**	**801**
As at March 31, 2017			
Less than 1 year	877	576	301
More than 1 year	-	-	-
Total	**877**	**576**	**301**
As at April 1, 2016			
Less than 1 year	877	681	196
More than 1 year	-	-	-
Total	**877**	**681**	**196**

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, 2018				
Financials assets	9,218	59	4410	4749
Financial liabilities	1,047	-	281	766
As at March 31, 2017				
Financials assets	9,817	4	3326	6587
Financial liabilities	1,540	-	752	788
As at April 1, 2016				
Financials assets	10,146	6	3335	6805
Financial liabilities	2,251	-	1,458	793

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, 2018 , March 31,2017 and April 1, 2016 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 33: RELATED PARTY

A. List of Related Parties:

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

a) **Key Management Personnel:**

- Mr. Surendra Kumar Surana, Managing Director
- Mr. Sanjeev Nigam, Chief Financial Officer
- Mrs. Swati Jain, Company Secretary
- Ms. Heena Garg,Company Secretary

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

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

c) **Others:**
- Mrs. Trishla Rampuria (Relative of Key Managerial Personnel)
- 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, 2018 and March 31, 2017 are as follows;-

(in Lacs)

Nature of transactions	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Rent of property		
Rent from Key Managerial Persons	4	4
Rent from Enterprises in which KMP has significant influence	1	1
Total	**5**	**5**
Services Received		
Key Managerial person or their relatives	1	3
Enterprises in which KMP has significant influence	30	16
Total	**31**	**19**
Dividend Paid		
Key Managerial person or their relatives	3	3
Enterprises in which KMP has significant influence	55	58
Total	**58**	**61**
Other Expenses and other reimbursements		
Remuneration to key managerial person	28	28
Rent paid to Enterprises in which KMP has significant influence	10	10
Rent paid to Key managerial person or their relatives	5	5
Interest paid to Enterprises in which KMP has significant influence	1	-
Water and Electricity expenses paid to Enterprises in which KMP has significant influence	-	1
Total	**44**	**44**
Loan given and repaid during the year		
Compucom Technologies Private Limited	124	-
Total	**124**	**-**
Donations	30	31
Total	**30**	**31**

1. All the transactions entered by the company with the related parties are at arm's length price.

2. The Company had taken a loan from CTPL of Rs.124 Lacs carrying an interest of 10.% for.meeting short term commitments. The loan amount has been repaid to CTPL along with interest thereon of Rs. 0.88 Lacs.

The balances receivable/payable as at year end: **(in Lacs)**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Payable To			
KMP Remuneration	1	1	1
Total	**1**	**1**	**1**

Note 34: FIRST TIME ADOPTION OF IND AS **(in Lacs)**

These are the Company's first financial statements prepared in accordance with Ind AS. For all periods upto and including the year ended March 31, 2015, the Company prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, hereafter referred to as 'Previous GAAP'.

Ind AS 101 First-time Adoption of Indian Accounting Standards allows first-time adopters to certain exemptions from retrospective application of certain requirements under Ind AS. The Company has in accordance with the exemptions provided, opted to capitalize stripping cost of a surface mine (incurred during the production phase) from the date of transition to Ind AS.

a. Profit reconciliation

Particulars	Consolidated Year ended 31-03-17
Net Profit as per previous GAAP	**251**
Fair Value Adjustment of Investment	1
Other expenses	(2)
Tax effect	(0.23)
Net Profit as per Ind AS	**250**

b. Equity reconciliation

Particulars	Consolidated Year ended 31-03-17
Equity as Per previous Indian GAAP	**11162**
Change in Investment	2
Change in deferred tax expenses	(612)
Removal of Provision of Dividend from provisions and equity	96
Others	(1)
Equity as Per IND AS	**10647**

Notes on adjustments:

1. Re-measurement gains or losses: Ind AS 19 Employee Benefits requires the impact of re-measurement in net defined benefit liability (asset) to be recognized in Other Comprehensive Income (OCI). Re-measurement of net defined benefit liability (asset) comprises actuarial gains and losses, return on plan assets (excluding interest on net defined benefit asset/liability). However, under IGAAP this was being recognized in the Statement of Profit and Loss. Accordingly, the net effect of actuarial gain/loss on employee defined benefit liability and related tax effect is recognized in OCI.

2. Fair valuation of financial assets: Under IGAAP, current investments were being measured at cost in accordance with provisions of erstwhile AS 30 'Financial Instruments-Measurement and Recognition'. Accordingly, there are changes with regard to fair valuation of the Company's investments in mutual funds , shares & national saving certificate which are measured at FVTPL and amortized cost respectively in compliance with Ind AS 109 'Financial Instruments'.

3. Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in 'other comprehensive income'

   The concept of other comprehensive income did not exist under previous GAAP.

   The transition from previous GAAP to Ind AS did not have any impact on the statement of cash flows.

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	93.5	12,109	55.0	296	46.03	12	54.5	308
Indian subsidiaries								
CSL Infomedia Pvt. Ltd	3.8	487	43.9	236	0.00	-	42.0	237
Foreign subsidiaries								
ITNEER INC (USA)	2.7	350	1.1	6	53.97	14	3.5	20
Subtotal	100	12,946	100	538	100	26	100	565
Adjustment arising out of consolidation								
Non-controlling interests in subsidiaries		(330)		(83)		-		(83)
Total		12,616		455		26		482

For Sapra & Company
Chartered Accountants
FRN - 003208C

For and on behalf of Board of Directors

CA Om Prakash Sapra
Proprietor
M. No. 072372

Surendra Kumar Surana
Managing Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer
(CFO)

CS Swati Jain
Company Secretary &
Compliance Officer

Place : Jaipur
Date : May 29, 2018

INDEPENDENT AUDITOR'S REPORT

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

I have audited the accompanying financial statements of ITneer, Inc. which comprise the balance sheets as of March 31, 2018 and the related statements of income, retained earnings and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinions

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ITneer, Inc. as of March 31, 2018, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Ravi Ramaswamy, CPA
Manmouth Junction, New Jersey
May 12, 2018

ITNEER, INC.
BALANCE SHEET AS OF MARCH 31, 2018

		(Amount in $)
ASSETS		
Cash and cash equivalents		34,499
Accounts Receivable	Note 4	119,697
Other receivable	Note 5	7,500
Prepaid Taxes		339
Inventory	Note 3	6,706
Total Current Assets		168,741
Land		233,634
Building & Improvements, net of accumulated depreciation of $ 139,333)	Note 7	413,491
Furniture & Equipment, net of accumulated depreciation of $ 63,264)	Note 7	23,240
Total Fixed Assets Net		670,365
Investment - E-Trade Bonds	Note 2	517,536
Security Deposits		3,271
Total Other Assets		520,807
TOTAL ASSETS :		1,359,913
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts Payable		115,300
Payroll Taxes Payable		174
Current Income Tax		2,370
Deferred Income Tax		7,077
Other payable		683
Rental Deposit		2,500
Total Current Liabilities :		128,104
STOCKHOLDER'S EQUITY		
Common Stock: 1,000,000 authorised common stock at no-par		
Paid in capital		1,000,000

Retained Earnings		231,809
Total Stockholder's Equity		1,231,809
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY		1,359,913

See Independent Auditor's Report and Notes to Financial Statements.

STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED MARCH 31, 2018

Income :		(Amount in $)
Income From Services		775,525
Other Income		
Investment - Portfolio- gain/(loss)		19,004
Un-realized gain/(loss) - Portfolio	Note 2	(13,159)
Gain on sale of assets		17,047
Shipping income		496
Investment : Rental		70,803
Total Income		869,716
Expenses :		
Sub-Contracting		502,841
Salaries		161,823
Fringes and employee's benefits		62,598
Depreciation and Amortization		21,981
Legal and Professional Fees		16,554
Repairs and Maintenance		15,733
Real Estate Tax		13,480
Commission		9,270
Supplies		8,651
Travel Expense		7,675
Telephone and Internet Expenses		7,671
Utilities		7,171
Insurance		3,405
Meals & Entertainment		2,420
Condo Dues		2,611
Bank Charges		1,289
License and Permits		708
Donation		301
Security		199
Advertising & Promotions		160
Dues & Subscriptions		41
Postage		30
Total Expense		**846,611**
Income before Taxes		23,105
Current		(7,963)
Deferred		6,163
Net Income after Taxes		**21,305**
Retained Earnings, Beginning of Year		**210,504**
Retained Earnings, End of Year		**231,809**

See Independent Auditor's Report and Notes to Financial Statements.

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2018

CASH FLOWS FROM OPERATING ACTIVITIES:	(Amount in $)
Net Income/(Loss)	21,305
Adjustments to Reconcile Income	
Current Year Depreciation	21,981
Changes in operating assets and liabilities	
Accounts Receivable	(35,309)
Prepaid Expenses and Taxes	(1,559)
Unrealized (gain)/loss on investments	13,159
Accounts Payable	(77,826)
Loan and Employee Receivable	(7,500)
Net Cash provided/(used) by Operating Activities	(65,749)

CASH FLOWS FROM INVESTING ACTIVITIES :	
Purchase of fixed assets	(8,350)
Bond Investment	(359,845)
Sale of Assets	34,387
Net Cash provided/(used) from investing activities	(333,808)
CASH FLOWS FROM FINANCING ACTIVITIES :	
Loan Payable	534
Net Cash Provided/(Used) By Financing Activities	534
Net (decrease) / Increase in cash	(399,023)
Cash / (overdraft) - beginning of year	433,522
Cash / (overdraft) - end of year	34,499
Cash paid during the year for	
Income Taxes - Current	1,250

See Independent Auditor's Report and Notes to Financial Statements.

Notes to Financial Statements March 31, 2018

Note 1 : INTRODUCTION

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

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

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

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

Cash and cash equivalents: For the purpose of financial statement presentation the Company considers all high liquid instruments with maturity of three months or less to be considered cash equivalent. Cash and cash equivalents consist of cash held in checking, money market accounts and cash management investment account.

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

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

Concentration of credit and market risk: Financial instruments that potentially expose ITneer, Inc. to concentrations of credit and market risk consist primarily of cash. Accounts at financial institutions are guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000 for each bank. As of March 31, 2018 ITneer, Inc. has not experienced any losses in such accounts and believes no significant credit risk exists with respect to cash.

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

Significiant Accounting Policies: The standard describes how to measure fair value based on a three level hierarchy of inputs, of which the first two are considered observable and the last unobservable.

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

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

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.
The adoption of this statement did not have a material impact on ITneer statements of income.
As of March 31, 2018 all investments were classified as Level 1 under ASC 820.
Subsequent events: ITneer, Inc. evaluated its March 31, 2018 Financial Statements for subsequent events through May 12, 2018, the date the Financial Statements were available to be issued. ITneer, Inc. is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

Note 3. INVENTORY

The company has purchased computers and other peripherals for resale in the amount of $6,706. This has been recorded as inventory in the current year.

Note 4. ACCOUNT RECEIVABLES

The Account receivable of $119,697 is to be received from three of its customers. A loss of these customers could have a material impact on the financial condition of the Company.

Note 5. OTHER RECEIVABLE

The other receivable of $7,500 is a short term loan given to Mr. Ken Smyth who is sales agent for ITneer, Inc. The loan carries a 4% interest per annum. The interest was not accrued in the financial statement.

Note 6. COMMITMENTS

ITneer, Inc. has no lease commitment.

Note 7. FIXED ASSETS

(Amount in $)

	Cost	Accumulated Depreciation	Net	Estimated Useful Lives
Land	233,634	-0-	233,634	
Building and Improvement	552,824	139,333	413,491	27/39/10 years
Furniture and Equipment	86,504	63,264	23,240	3/5/7 years
Total	872,962	202,597	670,365	

The Company provides straight line depreciation for the book purposes and recorded $21,981 for the year ended March 31, 2018.

Note 8. INVESTMENTS

The Company has made a 50% Partnership in Tekmark-CSL International Solutions, LLC (TCIS), a domestic calendar year Limited Liability Company. For the year ending December 31, 2017, The company's share of profit from the investment was $5 which was recorded as an increase to the investment in TCIS as of March 31, 2018. The LLC was dissolved as of June 2017 and a total amount of $51,000 was received from the LLC. This amount comprised of capital $1,387, total distribution of $33,004 and capital gain of $16,609 respectively.

Note 9. RENTAL INCOME

The Company owns two properties in the State of Georgia and rental income received from the properties is reflected in the financial statement as other income.

Note 10. OUTSOURCING

The total outsourcing costs of $502,841 was recorded as of March 31, 2018 of which $425,625 was from Compucom Software Limited, India (a Parent Company) and there was an outstanding amount of $88,930 payable to Compucom Software Limited, India as of March 31, 2018.

Note 11. RETIREMENT PLAN

The Company offers 100% employer sponsored retirement plan - SEP-IRA, which covers all eligible employees who have completed three years of services with the company. Under the provisions of the plan employer contributes up to 25% of employee's salary. Total retirement contribution made for 2017 was $26,316.

CSL INFOMEDIA PRIVATE LIMITED

Independent Auditor's Report

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

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **M/s. CSL Infomedia Private Limited** ('the Company'), which comprise the Standalone Balance Sheet as at March 31, 2018, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Cash Flow Statement and the Standalone Statement of Changes in Equity for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statement").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, cash flows and Changes in equity of the Company in accordance with the Indian Accounting Standards (IND AS) prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and order issued under section 143(11) of the Act.

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

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

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2018, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (" the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement of the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b. In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Cash Flow Statement and the Standalone Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts;

   d. In our opinion the aforesaid Standalone Financial Statements comply with the Indian Accounting standards specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013

   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 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 other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.

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

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund. 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 22, 2018

'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, 2018 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 189 of the Act:-
According to information and explanation 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, 2018. 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.

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) 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.

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 S. Misra & Associates
Chartered Accountants
FRN 004972C

CA. SACHINDRA MISRA
Partner
Membership No. 073776

Place: Jaipur
Date: May 22, 2018

'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, 2018 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 Compucom Software limited ('the Company') as of March 31, 2018 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, 2018, 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 22, 2018

CSL INFOMEDIA PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2018

(in Lacs)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
ASSETS				
Non-current Assets				
a) Property, Plant and Equipment	4	148	147	160
b) Capitalwork-in-progress		-	-	-
c) IntangibleAssets	5	4	5	6
d) Financial Assets				
i) Investment	6	0.34	0.31	0.28
ii) Loans		-	-	-
e) Deferred tax assets(net)		-	1	8
f) Other non-current Assets	7	0.03	0.03	0.03
Total Non-current assets		**152**	**154**	**175**
Current assets				
a) Inventories		-	-	-
b) FinancialAssets				
i) Investments		-	-	-
ii) Trade receivables	8	69	105	262
iii) Cash and cash equivalents	9	748	490	296
iv) Other Bank balances		-	-	-
v) Loans		-	-	-
vi) Other		-	-	-
c) Current Tax Assets (Net)		89	43	64
d) Other current Assets	7	59	51	55
Total Current assets		**965**	**689**	**677**
TOTAL		**1,117**	**843**	**852**
EQUITY AND LIABILITIES				
Equity				
a) Equity share capital	10	700	700	700
b) Other equity		242	5	(70)
Total Equity		**942**	**705**	**630**
Liabilities				
Non-current liabilities				
a) Financial liabilities				
i) Borrowings		-	-	-
ii) Trade payable		-	-	-
iii) Other financial liabilities		-	-	-
b) Provisions	11	11	8	10
c) Deferred Tax liabilities		5	-	-
d) Other non-current Liabilities	12	1	2	2
Total Non-current liabilities		**17**	**10**	**12**
Current liabilities				
a) Financial liabilities				
i) Borrowings	13	-	9	17
ii) Trade payables	14	20	2	25
iii) Other financial liabilities		-	-	-
b) Provisions	11	12	2	11
c) Other current Liabilities	12	63	97	146
d) Current tax Liabilities		63	19	11
Total Current liabilities		**158**	**128**	**210**
TOTAL		**1,117**	**843**	**852**

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

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Jaipur
May 22, 2018

CSL INFOMEDIA PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED ON MARCH 31, 2018

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
Revenue from operations	15	727	560
Other income	16	34	26
Total Income		**761**	**586**
Expenses:			
Direct Expenses	17	246	245
Employee benefits expense	18	152	136
Finance costs	19	1	2
Depreciation and amortization expense	20	14	19
Other expenses	21	43	88
Total expenses		**455**	**490**
Profit before exceptional item and tax		**306**	**96**
Exceptional item		-	-
Profit before tax		**306**	**96**
Tax expense :			
Current tax		62	18
Deferred tax credit		7	7
Earlier Years tax		1	-
Total tax expenses		**70**	**25**
Profit for the year		**236**	**71**
Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		1	5
(b) Tax benefit on items that will not be reclassified to profit or loss		0.27	2
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 flow 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		**1**	**3**
Total comprehensive income for the year		**237**	**74**
Earnings per share (of Rs. 10 each)			
-Basic earnings per share (‘)	22	3.38	1.06
-Diluted earnings per share (‘)	22	3.38	1.06

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

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Jaipur
May 22, 2018

CSL INFOMEDIA PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(in Lacs)

Particulars	Notes	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
(A) CASH FLOW FROM OPERATING ACTIVITIES :			
Net profit before tax		306	96
Adjustments to reconcile profit to net cash provided by operating activities:			
Depreciation and amortization expense	20	14	19
Interest income	16	(34)	(26)
Provision for Gratuity		4	3
Insurance Claim received		-	2
Loss on Transfer of Asset		-	1
Operating profit before working capital changes		**289**	**95**
Changes in assets and liabilities			
(Increase)/Decrease in Trade receivables	8	36	157
(Increase)/Decrease in Investment at amortizied cost		0.03	0.03
Increase/(Decrease) in Other current Assets		(54)	24
Increase/(Decrease) in current and non current liabilities		(15)	(89)
Cash generated from operations		**257**	**187**
Income taxes paid during the year		(20)	(11)
Net cash generated from operating activities		**237**	**176**
(B) CASH FLOW FROM INVESTING ACTIVITIES :			
Purchases of property, plant and equipment (including intangibles, CWIP and Capital Advances)	4	(14)	(7)
Interest received	16	34	26
Increase/(Decrease) in unpaid dividend and FDR having maturity More than 3 months	9	(79)	(149)
Net cash generated from investing activities		**(58)**	**(131)**
(C) CASH FLOW FROM FINANCING ACTIVITIES :			
Net cash used in financing activities		-	-
Net increase in Cash and cash equivalents		**179**	**45**
Cash and cash equivalents at the beginning of the year		121	76
Cash and cash equivalents at the end of the year		**300**	**121**

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

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Jaipur
May 22, 2018

CSL INFOMEDIA PRIVATE LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2018

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, 2016, March 31, 2017 and March 31, 2018	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, 2016	**700**	**-**	**(70)**	**-**	**630**
Profit for the year			71	-	**71**
Actuarial Gains on Liability	-	-	-	5	**5**
Tax Effect	-	-	-	(2)	**(2)**
Balance as at the end of the year March 31, 2017	**700**	**-**	**1**	**3**	**705**
Profit for the year	-	-	236	-	**236**
Actuarial Gains on Liability	-	-	-	1	**1**
Tax Effect	-	-	-	(0.27)	**(0.27)**
Balance as at the end of the year March 31, 2018	**700**	**-**	**237**	**4**	**942**

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

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Jaipur
May 22, 2018

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2018

(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 22, 2018.

(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,

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 22, 2018.

These are Company's first financial statements prepared in accordance with Ind AS, using April 1, 2016 as the transition date.

The Company has adopted all the relevant Ind AS based on the concern and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with relevant Rule of the Companies (Accounts) Rules, (IGAAP), which was the previous GAAP.

An explanation of how the transition to Ind AS has affected the reported Balance sheet, Statement of Profit & loss and cash flows of the Company and the exemptions claimed by the Company on first time adoption of Ind AS (Refer Note 27).

b) Critical accounting estimate and judgement

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates under different assumptions and conditions.

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Significant Estimates

(i) 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 unless the likelihood of an adverse outcome is remote. 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 judgement 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.

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

Revenue is recognized to the extent that it is probable that economic benefit will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenues are measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes.

1) Revenue from services

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.

2) Dividends

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 income

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, by reference to the principal outstanding and at the effective interest rate.

4) Others

Revenue relating to insurance claims and interest on delayed or overdue payments from trade receivable is recognized when no significant uncertainty as to measurability or collection exists.

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.

SUBSEQUENT MEASUREMENT

(a) Non-derivative financial instruments

(i) 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.

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

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iii) 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.

(iv) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate 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:

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) 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.

(d) 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.

(e) Provisions

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.

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.

(f) 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.

(g) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less those are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

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.

(h) 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.

1) 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 Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

Ind AS 115 Revenue from Contracts with Customers

Ind AS 21 The Effect of Changes in Foreign Exchange Rates

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS18 – Revenue, Ind AS 11 – Construction Contracts when it becomes effective.

The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The Company has completed its evaluation of the possible impact of Ind AS 115 and will adopt the standard with all related amendments to all contracts with customers retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application. Under this transition method, Cumulative effect of initially applying Ind AS 115 is recognized as an adjustment to the opening balance of retained earnings of the annual reporting period. The standard is applied retrospectively only to contracts that are not completed contracts at the date of initial application. The Company does not expect the impact of the adoption of the new standard to be material on its retained earnings and to its net income on an ongoing basis.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. CSL Infomedia Private Limited is evaluating the impact of this amendment 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, 2016	**40**	**146**	**3**	**3**	**35**	**227**
Additions	1	6	-	-	-	7
Disposals/ adjustments	-	4	-	-	-	4
As at March 31, 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**
Accumulated depreciation						
As at April 1, 2016	**2**	**48**	**1**	**1**	**15**	**67**
Depreciation charge for the year	1	9	0.36	0.43	6	17
Disposals/ adjustments						
Disposals/ adjustments	-	1	-	-	-	1
As at March 31, 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**
Net Book Value As at April 1, 2016	38	98	2	2	20	**160**
As at March 31, 2017	38	92	2	1	14	**147**
As at March 31, 2018	38	96	1	1	12	**148**

(Note 05): INTANGIBLE ASSETS (in Lacs)

Particulars	Licenses and Franchise Fees	Total
At CostAs at April 1, 2016	**20**	**20**
Additions	1	1
Disposals	-	-
As at March 31, 2017	**21**	**21**
Additions	-	-
Disposals	-	-
As at March 31, 2018	**21**	**21**
Amortization As at April 1, 2016	**14**	**14**
Charge for the year	2	2
As at March 31, 2017	**16**	**16**
Charge for the year	1	1
As at March 31, 2018	**17**	**17**
Net Book Value As at April 1, 2016	6	6
As at March 31, 2017	5	5
As at March 31, 2018	4	4

(Note 06): INVESTMENTS (Non Current) (in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Financial assets measured at Amortised Cost			
Investment in National saving certificate	0.34	0.31	0.28
Total	**0.34**	**0.31**	**0.28**

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(Note 07): OTHER ASSETS			
Non-current			
Unsecured, considered good			
Security Deposits	0.03	0.03	0.03
Total	**0.03**	**0.03**	**0.03**
Current			
Unsecured, considered good			
Advance given to vendors for supply of goods and services	2	1	2
Interest Accrued but not due	10	7	5
Prepaid Expenses	47	43	47
Advance to Employees - salary Advances	0.29	0.20	0.39
Service Tax Receivable	-	0.24	-
CGST Receivable	1	-	-
Total	**59**	**51**	**55**
(Note 08): TRADE RECEIVABLES			
Unsecured, considered good	69	105	262
Unsecured, considered doubtful	-	-	-
Provision on doubtful debts	-	-	-
Total	**69**	**105**	**262**
(Note 09): CASH AND CASH EQUIVALENTS			
Balances with banks	10	13	(38)
Cheques, drafts on hand	182	107	114
Cash on hand	1	1	0.06
Deposits with original maturity of less than 3 months	107	-	-
Total	**300**	**121**	**76**
Fixed deposits having maturity more than 3 months but not more than 12 months	448	369	220
Total	**748**	**490**	**296**
(Note 10): 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	700
No. of Shares (In Lacs)	70	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	700
No. of Shares (In Lacs)	70	70	70
C. Details of shareholders holding more than 5% shares in the Company			
Compucom Software Limited			
No. of Shares (In Lacs)	46	46	46
% of Holding	65.00%	65.00%	65.00%
Sambhav InfoTech Private Limited			
No. of Shares (In Lacs)	24	24	24
% of Holding	34.86%	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 11): PROVISIONS

Non-Current (in Lacs)

Particulars	Provision for Gratuity	Total
As at April 1, 2016	**10**	**10**
Addition during the year	-	-
Utilized	2	2
As at March 31, 2017	**8**	**8**
Addition during the year	3	3
Utilized	-	-
As at March 31, 2018	**11**	**11**

Current (in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Provision for gratuity	1	1	0.32
Salary & Allowances	11	1	11
Total	**12**	**2**	**11**
(Note 12): OTHER LIABILITIES			
Non-Current			
Security Deposits	1	2	2
Total	**1**	**2**	**2**
Current			
Income received in advance	43	91	138
Statutory and other liabilities	14	4	6
Creditors for Expenses	3	1	-
Provision for Expenses	3	1	1
Total	**63**	**97**	**146**
(Note 13): BORROWINGS			
Non-Current			
Term Loan	-	-	-
Total	**-**	**-**	**-**
Current			
Other Bank credits	-	9	17
Total	**-**	**9**	**17**
(Note 14): TRADE PAYABLES			
Non-Current			
TRADE PAYABLES	-	-	-
Total	**-**	**-**	**-**
Current			
TRADE PAYABLES	20	2	25
Total	**20**	**2**	**25**

(Note 15): REVENUE FROM OPERATIONS (in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Advertisement Receipts	186	166
Studio & Satellite Education Services	541	393
Total	**727**	**560**
(Note 16): OTHER INCOME		
Interest on FDRs	34	23
Interest on NSC	0.14	-
Insurance Claim Received	-	0.21
Interest on Income Tax Refund	-	3
Misc. Income	0.19	-
Total	**34**	**26**
(Note 17): DIRECT EXPENSES		
Jan TV operational expenses		
Advertisement Commission	-	0.49
Internet Lease line & Broadcasting Charges	138	136
Jan TV Bihar Expenses	2	3
News Content Charges	4	3
News Coverage Exp. Bihar	3	5
News Coverage Expenses	16	15
Placement Execution Expenses	71	69
Other Operational Expenses	2	8
Down linking Charges	10	5
Total	**246**	**245**
(Note 18): EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	142	128
Contribution to provident and other funds	10	8
Total	**152**	**136**
(Note 19): FINANCE COSTS		
Interest expense on borrowings	1	2
B.G. Commission & Bank Charges	-	-
Total	**1**	**2**
(Note 20): DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on property, plant and equipments	13	17
Amortization on intangible assets	1	2
Total	**14**	**19**
(Note 21): OTHER EXPENSES		
Auditor's Remuneration (refer note below)	0.28	0.22
Advertisement and Publicity Expenditures	2	3
Insurance Expenditure	2	2
Office & general Expenditures	2	3
Printing and Stationery	1	1
Rent and Facility Support	12	12
Repair and Maintenance Expenditure	2	3
Travelling and Conveyance Expenditures	3	3

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Water and Electricity	-	1
Legal and professional	1	1
Interest on taxes	-	0.39
Misc Balance Written Off	0.46	-
License Fee	9	-
Misc Expenditure	5	11
Patrakar Kalyan Kosh	2	1
SLA Deduction	-	45
Swachh Bharat Cess Expenses	0.26	1
Telephone & Internet Expenses	2	2
Total	**43**	**88**
Remuneration to auditors		
- Audit fees	0.17	0.13
- Other services	0.11	0.09
Total	**0.28**	**0.22**
(Note 22): EARNINGS PER SHARE		
Basic earnings per share (')	3.38	1.06
Diluted earnings per share (')	3.38	1.06

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, 2018	For the year Ended March 31, 2017
Profit after tax attributable to owners of the Company (in Lacs)	237	74
Earnings used in the calculation of basic earnings for the year (in Lacs)	237	74
Weighted average number of equity shares outstanding (in Lacs)	70	70
Nominal Value per share	10	10

(Note 23): 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, 2018	As at March 31, 2017	As at April 01, 2016
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%	7.4%	7.7%
Expected rate of increase in compensation level of covered employees	7.0%	7.0%	7.0%
Demographic Assumptions			
i) Retirement Age (Years)	60	60	60
ii) Mortality rates inclusive of provision for disability	100% IALM (2006 - 08)		

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Amount recognized in the balance sheet consists of:			
Fair value of planned assets	-	-	-
Present value of defined benefit obligations	12	8	10
Net liability arising from defined benefit obligation	**(12)**	**(8)**	**(10)**

(in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
The movement during the year of the present value of the defined benefit obligation was as follows:		
Opening Balance	9	11
Service cost	4	2
Benefits paid	-	-
Interest cost	1	1
Actuarial loss on obligation	(1)	(5)
Closing Balance	**13**	**9**

(in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
Amounts recognized in Statement of Profit and loss in respect of defined benefit plan are as follows:		
Current service cost	4	2
Net Interest cost	1	1
Total charge to Statement of Profit and Loss	**5**	**3**
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)	0.35
Actuarial (Gain)/Loss arising from Experience Adjustment	(0.36)	(5)
Loss on Plan assets (excluding amounts included in net interest cost)	0	0
Remeasurement of the net defined benefit liability	**(0.87)**	**(5.06)**
Expected contribution for the next Annual reporting period:		
Year 1 (undiscounted)	0.91	0.68
Year 2 (undiscounted)	0.43	0.29
Expected Expense for the next annual reporting period	**1.34**	**0.97**

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, 2018	For the year Ended March 31, 2017
Impact of change discount rate		
Increase by 1%	11	8
Decrease by 1%	14	10
Impact of change in salary increase rate		
Increase by 1%	14	10
Decrease by 1%	11	8
Impact of change in withdrawal rate		
Increase by 1%	12	9
Decrease by 1%	12	9

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 24): INCOME TAX EXPENSES

The major components of income tax expense for the year ended March 31, 2018 are indicated below: (in Lacs)

Particulars	For the year Ended March 31, 2018	For the year Ended March 31, 2017
a. Tax charge recognized in Profit and Loss		
Current tax:		
Current tax on profit for the year & earlier years	63	18
Total Current tax & earlier Years	**63**	**18**
Deferred tax:		
Property, plant and equipment, Exploration and evaluation & intangible assets	1	-
Adjustment of MAT credits	7	(6)
Brought forward losses	-	12
Provisions long and short	(1)	1
Total Deferred tax expenses	**7**	**7**
Tax expense for the year (net off deferred tax and current tax)	**70**	**25**
Effective income tax rate (%)	**27.55%**	**19.06%**
b. Statement of other comprehensive income		
Tax (credit) / charge on:		
Actuarial gain on remeasurements of defined benefit plan	1	5
Tax charge	(0.27)	(2)
Total	**1**	**3**

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, 2018	For the year Ended March 31, 2017
A. Accounting profit before tax (after exceptional item)	306	96
B. Statutory income tax rate	27.5525%	19.06%
Tax at statutory income tax rate	84	18
C. Disallowable expenses	44	34
D. Fair valuation of Investments through FVTPL	0.028	0.026
E. Tax holidays and similar exemptions	NA	NA
F. Depreciation under income tax	(19)	-
G. Adjustments Through OCI	1	5
H. Adjustments disallowable	2	-
I. Adjustments in respect of prior years	(80)	-
Total (A+C+D+E+F+G+H+I x B)	**70**	**25**

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:

(in Lacs)

Particulars	**As at March 31, 2018**	**As at March 31, 2017**	**As at April 01, 2016**
Property, plant and equipment and intangible assets	11	11	11
Adjustment of MAT credit	(3)	(10)	(3)
Provisions Long and Short	(3)	(2)	(3)
Adjustment for Brought forward losses	-	-	(13)
Deferred Tax (Assets)/Liabilities	**5**	**(1)**	**(8)**

The unused long term capital losses for which deferred tax asset is recognized amounts to ' 42 Lacs, at April 1, 2016 respectively. These losses begin to have been completely set off in F.Y 2016-17.

As at March 31, 2018, 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 25): 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, 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:

(in Lacs)

Particulars	**Fair Value through profit and loss**	**Amortized Cost**	**Total carrying value**	**Total fair value**
As at March 31, 2018				
Financial assets				
Cash and cash equivalents	-	748	748	748
Other bank balances	-	-	-	-
Investments	-	0.34	0.34	0.34
Trade receivables	69	-	69	69
Other Current financial assets and loans	-	-	-	-
Other Non-current financial assets	-	-	-	-
Total	**69**	**748**	**817**	**817**
Financial liabilities				
Short term borrowings	-	-	-	-
Trade payables	20	-	20	20
Other Current financial liabilities	-	-	-	-
Other Non-current financial liabilities	-	-	-	-
Total	**20**	**-**	**20**	**20**
As at March 31, 2017				
Financial assets				
Cash and cash equivalents	-	490	490	490
Other bank balances	-	-	-	-
Investments	-	0.31	0.31	0.31
Trade receivables	105	-	105	105
Other Current financial assets and loans	-	-	-	-
Other Non-current financial assets	-	-	-	-
Total	**105**	**490**	**595**	**595**

(in Lacs)

Particulars	Fair Value through profit and loss	Amortized Cost	Total carrying value	Total fair value
Financial liabilities				
Short term borrowings	-	9	9	9
Trade payables	2	-	2	2
Other Current financial liabilities	-	-	-	-
Other Non-current financial liabilities	-	-	-	-
Total	**2**	**9**	**11**	**11**
As at April 1, 2016				
Financial assets				
Cash and cash equivalents	-	296	296	296
Other bank balances	-	-	-	-
Investments	-	0.3	0.3	0.3
Trade receivables	262	-	262	262
Other Current financial assets and loans	-	-	-	-
Other Non-current financial assets	-	-	-	-
Total	**262**	**296**	**558**	**558**
Financial liabilities				
Short term borrowings	-	17	17	17
Trade payables	25	-	25	25
Other Current financial liabilities	-	-	-	-
Other Non-current financial liabilities	-	-	-	-
Total	**25**	**17**	**42**	**42**

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, 2018			
At fair value through profit and loss			
Long Term Investment	-	-	0.34
Total	**-**	**-**	**0.34**
Financial Liabilities			
Liabilities carried at amortised cost			
Borrowings	-	-	-
Total	**-**	**-**	**-**
As at March 31, 2017			
Financial Assets			
At Amortised Cost			
Non Current Investment	-	-	0.31
Total	**-**	**-**	**0.31**
Financial Liabilities			
Liabilities carried at amortised cost			
Borrowings	-	-	9
Total	**-**	**-**	**9**

(in Lacs)

Financial Assets	Level-1	Level-2	Level-3
As at April 1, 2016			
Financial Assets			
At Amortised Cost			
Non Current Investment	-	-	0.28
Total	**-**	**-**	**0.28**
Financial Liabilities			
At Amortised Cost			
Borrowings	-	-	17
Total	**-**	**-**	**17**

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 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, 2018, March31, 2017 and April 1, 2016.

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, 2018					
Trade and other payables	20	-	-	-	20
Derivative financial liabilities	-	-	-	-	-
Borrowings	-	-	-	-	-
Total	**20**	**-**	**-**	**-**	20
As at March 31, 2017					
Trade and other payables	11	-	-	-	11
Derivative financial liabilities	-	-	-	-	-
Total	**11**	**-**	**-**	**-**	11
As at April 1, 2016					
Trade and other payables	42	-	-	-	42
Derivative financial liabilities	-	-	-	-	-
Total	**42**	**-**	**-**	**-**	42

The company had access to following funding facilities. (in Lacs)

Funding facility	Total facility	Drawn	Undrawn
As at March 31, 2018			
Less than 1 year	90		90
More than 1 year	-	-	-
Total	**90**		**90**
As at March 31, 2017			
Less than 1 year	90		90
More than 1 year	-	-	-
Total	**90**		**90**
As at April 1, 2016			
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 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, 2018				
Financials assets	**817**	-	555	262
Financial liabilities	**20**	-	-	20
As at March 31, 2017				
Financials assets	**595**	-	369	226
Financial liabilities	**11**	-	-	11
As at April 1, 2016				
Financials assets	**558**	-	220	338
Financial liabilities	**42**	-	-	42

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, 2018 , March 31,2017 and April 1, 2016 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 26): 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

(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, 2018 and March 31, 2017 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		
Compucom Software Limited	343	348
Total	**343**	**348**
Other Expenses and other reimbursements		
Rent paid to Compucom Software Limited	2	2
Remuneration to Key Managerial Personnel - Heena Garg	2	2
Rent paid to Enterprise over which Key managerial personnel exercise significant Influence	8	8
Water & Electricity Expenses paid to Enterprise over which Key managerial personnel exercise significant Influence	-	1
Total	**12**	**13**

All the transactions entered by the company with the related parties are at arm's length price.

(Note 27): FIRST TIME ADOPTION OF IND AS

These are the Company's first financial statements prepared in accordance with Ind AS. For all periods upto and including the year ended March 31, 2015, the Company prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, hereafter referred to as 'Previous GAAP'.

Ind AS 101 First-time Adoption of Indian Accounting Standards allows first-time adopters to certain exemptions from retrospective application of certain requirements under Ind AS. The Company has in accordance with the exemptions provided, opted to capitalize stripping cost of a surface mine (incurred during the production phase) from the date of transition to Ind AS.

a. Profit reconciliation

Particulars	**Standalone** **Year ended 31-03-17**
Net Profit as per previous GAAP	**82**
Fair Value Adjustment of Investment	0.02
Other expenses	(8)
Net Profit as per Ind AS	**74**

b. Equity reconciliation

Particulars	**Standalone** **Year ended 31-03-17**
Equity as Per previous Indian GAAP	**(4)**
Change in Investment	0.11
Change in deferred tax expenses	9
Equity as Per IND AS	**5**

Notes on adjustments:

(1) Re-measurement gains or losses: Ind AS 19 Employee Benefits requires the impact of re-measurement in net defined benefit liability (asset) to be recognized in Other Comprehensive Income (OCI). Re-measurement of net defined benefit liability (asset) comprises actuarial gains and losses, return on plan assets (excluding interest on net defined benefit asset/liability). However, under IGAAP this was being recognized in the Statement of Profit and Loss. Accordingly, the net effect of actuarial gain/loss on employee defined benefit liability and related tax effect is recognized in OCI.

(2) Fair valuation of financial assets: Under IGAAP, current investments were being measured at cost in accordance with provisions of erstwhile AS 30 'Financial Instruments-Measurement and Recognition'. Accordingly, there are changes with regard to fair valuation of the Company's investments in mutual funds , shares & national saving certificate which are measured at FVTPL and amortized cost respectively in compliance with Ind AS 109 'Financial Instruments'.

(3) Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in 'other comprehensive income'

The concept of other comprehensive income did not exist under previous GAAP.

The transition from previous GAAP to Ind AS did not have any impact on the statement of cash flows.

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

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary
ICSI Reg. No. : ACS37166

Jaipur
May 22, 2018

Blank Page

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

24th Annual General Meeting – 18th September, 2018

ATTENDANCE SLIP

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

DP Id ____

Client ID ____________________________________ Registered Folio No. __________________________

(For shares held in Demat form) (For shares held in Physical form)

No. of Shares held _____________________________

I/we hereby record my/our presence at the Twenty-Four (24) Annual General Meeting of the Company at **"KRISHNA AUDITORIUM"**, Compucom Institute of Technology and Management Compound, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur- 302 022 (Rajasthan) India on Tuesday , September 18, 2018, at 11:30 a.m. IST.

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

Twenty Fourth Annual General Meeting on Tuesday, September 18, 2018.

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 24th Annual general meeting of the company, to be held on Tuesday, September 18th 2018, 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, 2018. (ii) Audited consolidated Financial Statements and Reports of Auditors thereon for the financial year ended 31st March, 2018.			
2.	Declaration of final dividend on equity shares.			
3.	Retirement of Mr. Shubh Karan Surana as a Director who is liable to retire by rotation			
	Special Business:			
4.	Re-Appointment of Mr. Satish Kumar as an Independent Director.			

Signed this _______ day of ___________ 2018.

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.


राजस्थान सरकार
शिक्षा विभाग
कम्प्युकॉम साफ्टवेयर लि. (जयपुर)
को
राजस्थान के विभिन्न जिलो के राज. विद्यालयों
के विकास में प्रशंसनीय योगदान हेतु
भामाशाह सम्मान
शिक्षा भूषण
से सम्मानित किया जाता है।
24 वाँ भामाशाह सम्मान-2018
28 जून, 2018


राजस्थान सरकार
24वाँ
राज्य स्तरीय भामाशाह सम्मान-2018
प्रशस्ति पत्र
शिक्षा भूषण
कम्प्यूकॉम सॉफ्टवेयर लिमिटेड
सीतापुरा, जयपुर
का
उनके द्वारा शैक्षिक उन्नयन में भामाशाह के रूप में
राजस्थान के विभिन्न जिलों के राजकीय विद्यालयों
में प्रदत्त सहयोग के लिए हार्दिक अभिनन्दन
(श्याम सिंह राजपुरोहित)
निदेशक
प्रारम्भिक शिक्षा विभाग एवं
पंचायती राज (प्रारम्भिक शिक्षा)
राजस्थान, बीकानेर
जयपुर, 28 जून, 2018
(नरेशपाल गंगवार)
स्कूल शिक्षा, भाषा तथा पुस्तकालय विभाग
एवं पंचायती राज (प्रारम्भिक शिक्षा)
राजस्थान, जयपुर

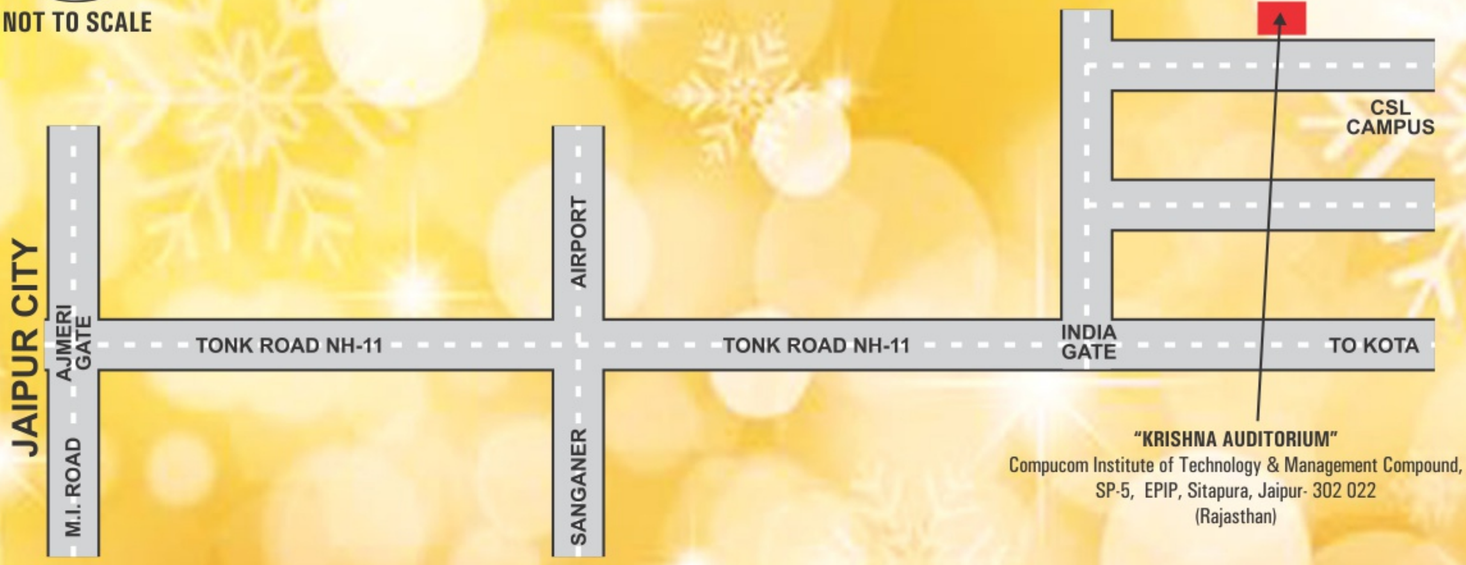

COMPUCOM SOFTWARE LTD.
Annual General Meeting


24 वाँ

BOOK-POST

NOT TO SCALE

Route Map to the Venue of the Twenty Fourth Annual General Meeting of Compucom Software Limited to be held on Tuesday, September 18, 2018



Compucom Software Limited

CIN # L72200RJ1995PLC009798

Regd. & Corporate Office: IT 14-15, EPIP, Sitapura, Jaipur (Rajasthan) - 302022, India
Ph. : +91-141-5115908 (10 Lines), Fax : +91-141-2770335
E-mail : fin@compucom.co.in

JAS-ANZ

OVERSEAS LOCATIONS

ITneer, Inc.
1880 South Lee CT,
South Lee Business Park,
Buford GA 30518 USA
E-mail : usa@itneer.com

CMMI level 3

A CMM LEVEL 3 COMPANY

Visit us at : www.compucom.co.in