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/16-17/

Date: 16.08.2016

To,
The Manager,
Department of Corporate Services,
Bombay Stock Exchange 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

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

Sub:- Submission of Notice of 22nd Annual General Meeting Notice alongwith Annual Report 2015-2016.

Dear Sir/Ma'am,

With reference to the captioned subject, we hereby enclosed herewith the Notice of 22nd Annual General Meeting alongwith 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

Swati Jain

Compucom Software Limited JAIPUR

(Swati Jain)
Company Secretary

CC: THE MANAGER,
The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata: 700001

22nd Annual Report 2015-16

COMPUCOM
SOFTWARE LIMITED

We make IT happen

From the desk of CEO & MD

Dear Shareholder,

Greetings...

It is my pleasure and privilege to present the Annual Report of your Company for the Financial Year 2015-2016. In order to maintain a good financial health of your company, the management has taken a decision to write off the bad debts to the tune of Rs. 9.55 crores during this current financial year 2015-16. All these bad debts have been written off conforming to the ICAI Standards. However your company is trying very hard to recover such old bad debts.

During the financial year 2015-16, the EPS has improved from Rs. 0.67 per share to Rs. 0.97 per share, which is an increase of approximately 45%. Consolidated revenue figures have also improved marginally i.e. from Rs. 56.06 crores to Rs. 59.30 crores. Likewise, EBITA margin has also increased by approximately 0.73%.

Even though the Financial Year 2015-16 has remained a year full of challenges, yet your company has maintained the momentum and has clocked a growth of around 5.78% on revenue front and continued to generate positive cash flows and profitability. Maintaining the track record of continuous dividend payment, the Board of Directors has recommended a dividend of Rs. Ten Paise per share for the F.Y.-2015-16, which amounts to Rs. 79.12 Lakhs.

Let me accept sincerely that we could not reap the benefits of Digital India Campaign in the year gone by. But I promise that we will try our level best during the coming Financial Year 2016-17 to leverage every business opportunity so that your company scales new heights in the coming year.

We also propose to venture into timely cash generating projects like renewable energy sector, consumption based projects and projects related to Digital India & Skill India.

On behalf of my management team, I assure you that we will put in our best efforts to ensure the continuous success of your company.

I am thankful to all our stakeholders, financiers, customers, vendors, staff members, Central and State Government Administrators, BSE, NSE, CSE, for directly and indirectly 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 & Non- Independent Director

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

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

Mr. Rajendra Prasad Udawat
Non-Executive & Independent Director
(Additional Director w.e.f. April 2, 2016)

Dr. Anjila Saxena
Non-Executive & Independent Director
(Additional Director w.e.f. August 3, 2016)

Dr. Satish Kumar
Non-Executive & Independent Director
(Additional Director w.e.f. May 25, 2016)

Mr. Ghisa Lal Chaudhary
Non-Executive & Independent Director
(Additional Director w.e.f. February 11, 2016)

Mr. Ramesh Chand Jain
Non-Executive & Independent Director

BOARD COMMITTEES

Audit Committee
Mr. Rajendra Prasad Udawat (Chairman)
Mr. Shubh Karan Surana
Mr. Ghisa Lal Chaudhary

Nomination & Remuneration Committee
Mr. Ghisa Lal Chaudhary (Chairman)
Dr. Satish Kumar
Mr. Shubh Karan Surana

Stakeholder Relationship Committee
Mr. Rajendra Prasad Udawat (Chairman)
Mr. Shubh Karan Surana
Mrs. Trishla Rampuria

Corporate Social Responsibility Committee
Mrs. Trishla Rampuria (Chairperson)
Dr. Satish Kumar
Mr. Surendra Kumar Surana

SENIOR MANAGEMENT

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

STATUTORY AUDITOR
M/s. S. Misra & Associates
Chartered Accountants
3-C, Third Floor, Tilak Bhawan, Tilak Marg,
C-Scheme, Jaipur (Rajasthan)-302005, India

SECRETARIAL AUDITOR
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@mcsdel.com

PRINCIPAL BANKERS

Bank of Baroda, Axis Bank, ICICI Bank, State Bank of Bikaner & Jaipur, Kotak

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

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

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Second Annual General Meeting of the members of Compucom Software Limited will be held on Friday, September 9, 2016 at 12.15 P.M. at "KRISHNA AUDITORIUM", Compucom Institute of Technology and Management Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur-302022(Rajasthan), India to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the:
   a) Audited Standalone Financial Statements of the Company for the year ended March 31, 2016 together with the report of Board of Directors and Auditors Report thereon; and
   b) Consolidated Audited Financial Statement of the Company for the year ended March 31, 2016 together with the report of Auditors on Consolidated Financial Statements.
2. To declare a dividend on Equity Shares of Rs. 0.10 paise per equity share (5%) for the year ended March 31, 2016.
3. To Appoint a Director in place of Mr. Ajay Kumar Surana (DIN: 01365819), who retires by rotation and, being eligible, offers himself for re- appointment.
4. Ratification of Appointment of the Statutory Auditors of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 20th Annual General Meeting of the Company held on 27th August, 2014, for the appointment of M/s. S. Misra & Associates, Chartered Accountants (Firm Registration No. 004972C) Jaipur, be and is hereby ratified (for the financial year 2016-17) as Statutory Auditors of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as recommended by the Audit committee in consultation with the Auditors."

SPECIAL BUSINESS:-

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

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions (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 the time being in force), Mr. Ghisa Lal Chaudhary (having DIN: 03602194) who was appointed by the Board of Directors as an Additional Director of the Company on 11th February, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the 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 Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Independent Director of the Company to hold office for a period of 3 years upto 10th February, 2019, not liable to retire by rotation.

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

6. **APPOINTMENT OF DR. SATISH KUMAR (DIN: 07517644) AS AN INDEPENDENT DIRECTOR:-**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions (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 the time being in force), Dr. Satish Kumar (having DIN: 07517644) who was appointed by the Board of Directors as an Additional Director of the Company on 25th May, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the 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 Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 2 years upto 24th May, 2018, not liable to retire by rotation.

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

7. **REAPPOINTMENT OF MR. RAJENDRA PRASAD UDAWAT (DIN: 00341110) 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 Sections 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 the time being in force), Mr. Rajendra Prasad Udawat (having DIN: 00341110) who was appointed by the Board of Directors as an Additional Director of the Company on 2nd April, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the 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 Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company to hold office for a period of 3 years upto 1st April, 2019, not liable to retire by rotation.

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

8. **REAPPOINTMENT OF DR. ANJILA SAXENA (DIN: 02353483) AS AN INDEPENDENT DIRECTOR:-**

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

"RESOLVED THAT pursuant to the provisions of Sections 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 the time being in force), Dr. Anjila Saxena (having DIN: 02353483) who was appointed by the Board of Directors as an Additional Director of the Company on 3rd August, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the 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 she meets the criteria for independence as provided in Section 149 (6) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her 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 2 years upto 2nd August, 2018, not liable to retire by rotation.

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

9. **AMENDMENT OF ARTICLE OF ASSOCIATION OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("2013 Act") and provisions contained in the Articles of Association of the Company, submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and that the new set of regulations be incorporated in the Articles of Association of the Company based on the form of table F set out under schedule I of the Act, 2013 and shall be binding on the members of the Company and others and shall be effective from the date of passing this resolution.

RESOLVED FURTHER THAT the Board of Directors and/or CEO and/or Company Secretary , be and is hereby authorized to do all such acts, matter, deeds and things as may be necessary to give effect to the aforesaid resolution, including to making necessary filings with the concerned Registrar of Companies.

Date: August 3, 2016
Place: Jaipur
Registered Office:
IT 14 -15, EPIP, Sitapura
Jaipur - 302 022 (Rajasthan)

By order of the Board

(CS Swati Jain)
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF SUCH MEMBER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**.
2. **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

3. The Relative Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as set out above to be transacted at the Meeting is annexed hereto. The relevant details as required, under Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, of persons seeking appointment/ re-appointment as Directors under item No- 3, item No- 5 to item No- 8 of the Notice, are also annexed.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of the ensuing Annual General Meeting from Wednesday, 7th September 2016 to Friday, 9th September 2016 (both days inclusive) and for payment of dividend for the Financial Year 2015-2016.
6. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
7. Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Ltd., Unit: Compucom Software Limited, F-65, 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).
8. Members holding shares in physical form are requested to convert their holdings into dematerialized mode, to avoid loss of shares, quick credit of dividend and fraudulent transactions.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Ltd., Delhi for consolidation into single folio.
10. Members may now avail the facility of nomination by nominating in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrar and Share Transfer Agent for the prescribed form.
11. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
12. Members are requested to encash dividend warrants at the earliest as the unclaimed dividend amounts, if any, will be transferred to the "Investor Education and Protection Fund" established by the Central Government, as stipulated under the Companies Act, 2013.
13. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.30 A.M. to 12.30 P.M., till the date of Twenty Second Annual General Meeting.
14. Members / Proxy(ies) are requested to bring their copy of the Annual Report at the meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall.
15. **"GO GREEN" Initiative:** In support of the "Green Initiative" announced by the Government of India and as well as Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) 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 interalia indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode. The Company hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).
16. Shareholders may visit Company's website: www.compucom.co.in and the CDSL Depository at www.evotingindia.com or contact us at e-mail: investor@compucom.co.in. The annual report and the notice of AGM is available at the abovementioned websites.
17. The Register of Directors' shareholding and The Register of Contracts maintained under section 170 and under section 189 of the Companies Act, 2013 respectively, will be available for inspection by the members at the Annual General Meeting and at the registered office of the Company respectively

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.

19. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Friday, September 2, 2016 (cutoff date).

20. 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.

21. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared on Sunday, 11th September, 2016. 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 within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges.

22. Any person who has acquired 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. Friday, 02nd September, 2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are provided separately along with Annual Report.

23. Voting through electronic means:-

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through e-voting services provided by CDSL, on all the resolutions set forth in the Notice. Instructions for e-voting are given here in below. Resolutions passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The Company is pleased to provide members facility to exercise their right to vote at the 22ndAnnual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

(I) The instructions for shareholders voting electronically are as under:

(i) The voting period begins on September 5, 2016 and ends on September 8, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 2, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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.

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

A. Please follow all steps from sr. no. (ii) to sr. no. (xiii) mentioned above, to cast vote.

B. The voting period begins on Monday, September 5, 2016 (9:00 am) and ends on Thursday, September 8, 2016 (5:00 pm).

C. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 2, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

D. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at meeting.

E. The Members who have cast their vote by remote e- voting or by Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

F. Members can opt for only one mode of voting, i.e, either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot Form shall be treated as invalid.

G. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Date: August 3, 2016
Place: Jaipur
Registered Office:
IT 14 -15, EPIP, Sitapura
Jaipur - 302 022 (Rajasthan)

By order of the Board

(CS Swati Jain)
Company Secretary

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

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

Item No. 5:-

The Board of Directors of the Company appointed Mr. Ghisa Lal Chaudhary as an Additional Director of the Company with effect from 11th February, 2016, 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 upto the date of the forthcoming Annual General Meeting of the Company. The Company received notice under section 160 of the act from a member proposing his candidature for the office of Director of the Company alongwith deposit of Rs. 1,00,000

Mr. Ghisa Lal Chaudhary 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. Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an independent Director on its Board. As per the said section 149, an independent Director can hold office for a term up to 5 consecutive years on the Board of a Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Mr. Ghisa Lal Chaudhary that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Brief resume of Mr. Ghisa Lal Chaudhary, 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 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 Mr. Ghisa Lal Chaudhary be appointed as an Independent Director of the Company, for a term of 3 years commencing from 11th February, 2016. Copy of the draft letter for appointment of Mr. Ghisa Lal Chaudhary as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company and will be displayed on the website of the Company.

Save and Except, Mr. Ghisa Lal Chaudhary being appointee, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

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

Item No.6:-

The Board of Directors of the Company, appointed Dr. Satish Kumar as an Additional Director of the Company with effect from May 25th, 2016 pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013, Dr. Satish Kumar will hold office up to the date of the ensuing Annual General Meeting.

Under the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member along with requisite deposit, proposing the appointment of Dr. Satish Kumar as a Director of the Company alongwith deposit of Rs. 1,00,000

Dr. Satish Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an independent Director on its Board. As per the said section 149, an independent Director can hold office for a term up to 5 consecutive years on the Board of a Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Dr. Satish Kumar that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Brief resume of Dr. Satish Kumar, nature of 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, is provided in the annexure of Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Dr. Satish Kumar, be appointed as an Independent Director of the Company for the term of two years commencing from 25th May, 2016.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.

Save and Except, Dr. Satish Kumar being appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

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

Item No. 7:-

Mr. Rajendra Prasad Udawat is due for retirement from his first term as an independent Director after the notification of the Companies Act, 2013 on 2nd April 2016. Based on his skills, experience, knowledge and performance evaluation, it is proposed that Mr. Rajendra Prasad Udawat be reappointed for another term of 3 years from 2nd April, 2016 to 1st April, 2019 as an Independent Director of the Board.

The Board of Directors of the Company appointed Mr. Rajendra Prasad Udawat as an Additional Director of the Company with effect from 2nd April, 2016, 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 upto the date of the forthcoming Annual General Meeting of the Company. The Company received notice under section 160 of the Act from a member proposing his candidature for the office of Director of the Company alongwith deposit of Rs.1,00,000.

Mr. Rajendra Prasad Udawat 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. Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an independent Director on its Board. As per the said section 149, an independent Director can hold office for a term up to 5 consecutive years on the Board of a Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Mr. Rajendra Prasad Udawat that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Brief resume of Mr. Rajendra Prasad Udawat, 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, 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 Mr. Rajendra Prasad Udawat be appointed as an Independent Director for a term of 3 years commencing from 2nd April,, 2016.. Copy of the draft letter for appointment of Mr. Rajendra Prasad Udawat as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company and will be displayed on the website of the Company.

Save and Except, Mr. Rajendra Prasad Udawat 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. 7 of the Notice.

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

Item No. 8:-

Dr. Anjila Saxena is due for retirement from her first term as an independent Director after the notification of the Companies Act, 2013 on 31st July 2016. Based on her skills, experience, knowledge and performance evaluation, it is proposed that Dr. Anjila Saxena be reappointed for another term of 2 years from 3rd August, 2016 to 2nd August, 2018 as an Independent Director of the Board.

The Board of Directors of the Company appointed Dr. Anjila Saxena as an Additional Director of the Company with effect from 3rd August, 2016, pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company. As per the provisions of Section 161 (1) of the Act, she holds the office of Additional Director only upto the date of the forthcoming Annual General Meeting of the Company. The Company received notice under section 160 of the Act from a member proposing her candidature for the office of Director of the Company along with deposit of Rs. 1,00,000.

Dr. Anjila Saxena is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an independent Director on its Board. As per the said section 149, an independent Director can hold office for a term up to 5 consecutive years on the Board of a Company and he shall not be included in the total number of Directors for retirement by rotation. .

The Company has received a declaration from Dr. Anjila Saxena that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Brief resume of Dr. Anjila Saxena, and her expertise in specific functional areas and names of companies in which she holds Directorships and memberships / chairmanships of Board

Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 are provided in the annexure of the Notice.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Dr. Anjila Saxena be reappointed as an Independent Director for a term of 2 years commencing from 3rd August, 2016. Copy of the draft letter for appointment of Dr. Anjila Saxena as an independent Director setting out the terms and conditions, is available for inspection by members at the registered office of the Company and will be displayed on the website of the Company.

Save and except, Dr. Anjila Saxena 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. 8 of the Notice.

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

Item No. 9:-

The Ministry of Corporate Affairs, Government of India is implementing the Companies Act, 2013 ("2013 Act") in a phased manner to replace the old Companies Act, 1956 ("1956 Act").

The existing Articles of Association ("AOA") of the Company is based on the erstwhile 1956 Act and is no longer in full conformity with the 2013 Act. Given this position, it is considered expedient to wholly replace the existing AOA of the Company by a new set of AOA which is primarily based on Table F set out under Schedule I to the Companies' Act, 2013. Hence, the Board of Directors of the Company at their meeting held on 3rd August, 2016 decided to adopt the new set of AOA in place of existing AOA of the Company and seek members' approval for the same.

As per the provisions of Sections 14 of the Act, a special resolution has to be passed by the members of the Company for adoption of new set of AOA. The Board of Directors therefore recommends the aforesaid resolution for approval by the members. A copy of the proposed set of new AOA of the Company would be available for inspection for the members at the Registered Office of the Company during the business hours on any working day.

None of the Directors of the Company, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the said resolution.

ANNEXURE TO THE NOTICE OF 22ND AGM

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on Friday, September 9th, 2016.

Name of Director	Mr. Rajendra Prasad Udawat	Mr. Ghisa Lal Chaudhary	Dr. Satish Kumar	Dr. Anjila Saxena	Mr. Ajay Kumar Surana
Age	70	66	64	71	58
Designation	Independent and Non -Executive Director	Independent and Non-Executive Director	Independent and Non-Executive Director	Independent and Non-Executive Director	Non-Independent and Non- Executive Director
Expertise in specific functional area	B. Tech in Mechanical Engineering and retired CGM of RIICO	District and Sessions Judge. worked with the Industrial Tribunal, Jaipur as Presiding Officer and was Joint Legal Remembrance & Secretary in Law Department, Govt. of Rajasthan. He has also been the Registrar (Vigilance) in the Raj. High Court and has worked as a Secretary of Rajasthan Legislative Assembly, Jaipur.	Ph.D holder, and great experience in the field of Academics and a retired government officer.	Ph.D Holder in the field of Management, great experience in academics.	IIT, Delhi & M.S. (CS), NJIT, 22 years of experience in fortune 500 companies such as Verizon, AT&T etc.
Qualification	B.Tech in Mechanical Engineering	Bachelor's Degree in Science with Masters in law	Ph.D	Ph.D	M. Tech. (Elect.), IIT, Delhi & M.S. (CS), NJIT,
Directorship in other Companies on 31/03/2016	Man Structural Pvt. Ltd.	NIL	NIL	NIL	1. Sambhav Infotech Pvt. Ltd 2. Magnan Hospitality and Holdings Inc. 3. Compucom Technologies Pvt. Ltd 4. Compucom (India) Pvt. Ltd 5. Rishabh Infotech Pvt. Ltd 6. Itneer Inc.
Member/Chairman of the Committees of the Board of other Companies as on 31st March, 2016	NIL	NIL	NIL	NIL	NIL
No. of shares held in the Company as on 31st March, 2016	NIL	NIL	NIL	NIL	775500
Relationship between Directors inter-se	Independent	Independent	Independent	Independent	Promoter

Date: August 3, 2016
Place: Jaipur
Registered Office:
IT 14 -15, EPIP, Sitapura
Jaipur - 302 022 (Rajasthan)

By order of the Board

(CS Swati Jain)
Company Secretary

Board's Report

The Shareholder,
Compucom Software Limited

Your Directors have immense pleasure in presenting their 22nd Annual Report on the business and operations of the Company together with Audited Financial Statements for the year ended on March 31, 2016.

Financial Results:

The highlights of the financial results for the financial year 2015-2016 are as follows: (Rs. in Lakhs)

Particulars	31.03.2016	31.03.2015
Total Income	5761.56	5,519.08
Operating Expenditure	2869.49	2,576.10
Operating Profit (PBDIT)	**2892.07**	**2,942.98**
Finance Cost	342.87	495.41
Depreciation	1456.07	1427.55
Profit before Tax	1093.13	1020.02
Exceptional Items	78.13	231.27
Provision for Income Tax including Deferred Tax	318.28	230.15
Net Profit after Tax	**696.72**	**558.60**
Appropriation		
Dividend	79.12	79.13
Dividend Tax	16.56	16.20
Transfer to General Reserve	-	-
Total Appropriations	**95.68**	**95.33**
Earnings per Share: Basic and Diluted (in Rs.)		
Considering Extraordinary Items	0.88	0.71
Without Considering Extraordinary Items	0.88	0.71

Results of Operations:

Total revenues earned during the year amounted to Rs 5761.56 lakhs compared to that of Rs.5,519.08 lakhs in the previous financial year. During the year under review, the income from operations is Rs.5,576.37 lakhs compared to Rs 5,251.17 lakhs in the previous financial year. This reflects increase of Rs. 325.2 lakhs, which is mainly due to the increase of income from Learning Solution business segment. The profit before tax has increased from Rs.1,020.02 lakhs in the previous financial year to Rs 1093.13 lakhs in the current financial year.

The Operating Profit during this period is Rs.2892.07 lakhs as compared to Rs. 2,942.98 lakhs in the previous financial year.

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

Business Operations:

(1) Software & E-Governance Services:

During the year, the Company focused on the areas where higher margin was available with low risk factors. The revenue generated from this segment during the Financial Year 2015-16 was Rs. 461.71 Lakhs as against Rs 456.51 Lakhs during the previous financial year. This reflects increase of 1.14 % i.e. Rs. 5.20 Lakhs. Profit earned from this segment amount to Rs. 223 Lakhs as compared to that of Rs. 159.71 Lakhs during the previous Financial Year, which has resulted in increase of 39.63% i.e. Rs. 63.29 Lakhs.

During the year 2015-16 the Company has been awarded one more project i.e. LDMS Project. The Company has generated revenue of Rs. 52.11 Lakhs in the last quarter of this financial year.

(2) Learning Solutions:

During this year revenue from this segment is amounted to Rs. 4938.79 Lakhs against the previous year revenue of Rs. 4,605.43 Lakhs which shows an increase in revenue by 7.24% i.e; Rs. 333.36 Lakhs.

Learning Solution Segment mainly comprises ICT Phase II, ICT Phase III, ICT Bihar, CALP II, 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. Apart from this, the other projects that have completed successfully, those are CALP-II worth Rs.10.41 Crore covers 836 Govt. schools of Rajasthan has completed in September 2015. 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.

(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 (previously known as Enercon India Limited). During the year revenue generated from this segment amounted to Rs. 175.87 Lakhs as compared to Rs. 189.23 Lakhs during the previous year ended on March 31, 2015 which shows a decrease in the revenue by 7.06%i.e. Rs. 13.36 Lakhs due to lower generation of units. Profit earned from this segment amount to Rs. 54.29 Lakhs as compared to that of Rs. 61.99 Lakhs during the previous Financial Year, which has resulted a decrease of 12.42% i.e. Rs. 7.7 Lakhs.

4. Treasury Activities:

The revenue generated from this segment during the Financial Year 2015-16 was Rs. 185.19 Lakhs as against Rs. 267.91 Lakhs during the last financial year. During the year, the revenue generated from treasury operations has decreased by 30.88% i.e. Rs. 82.72 Lakhs.

The following chart depicts revenue generated from operation for the year ended March 31, 2016:-

Details of Subsidiary and associates Companies

The Company has two subsidiary Companies and one associate Company:

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

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

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

(A) ITneer, Inc. is a wholly owned subsidiary Company of Compucom Software Limited. It has earned total revenue of US$ 1,001,417 during the financial year 2015-16 as compared to US $ 9,57,720 in the previous financial year. This reflects a increase of approx. 4.56% i.e. US $ 43,697. The Company has earned profit of US$ 34,969 as compared to the Profit of US $ 22,547 in the previous financial year. The Company is operating out of its own premises in Atlanta, USA. It is headed by Promoter Director Mr. Ajay Kumar Surana. The copy of the audited accounts, together with the independent auditor's report, is provided in a separate Section of this Annual Report.

(B) CSL Infomedia Pvt. Ltd. is another subsidiary Company of Compucom Software Limited. It has earned total revenue of Rs. 567.11 Lakhs during the financial year 2015-16 as compared to Rs. 412.92 Lakhs in the previous financial year which shows an increase of 37.34% i.e. Rs. 154.19 Lakhs. The Company has earned Profit of Rs.105.67 Lakhs as compared to the loss of Rs. 34.06 Lakhs in the previous financial year. 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 **jantvplus.in.**

Dividend

Keeping the continuous track record of rewarding its shareholders, your Directors are pleased to recommend a dividend @ 5% i.e. Rs. 0.10/- per Equity share of Rs. 2/- each for the Financial Year 2015-16, subject to approval of the shareholders at the ensuing Annual General Meeting.

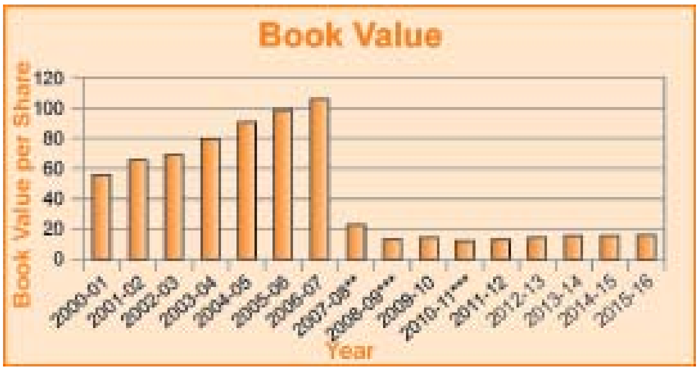
Dividend declared & paid during last 15 (Fifteen) years:

Financial Year	Dividend Rate
2000-01	25%
2001-02	10%
2002-03	25%
2003-04	25%
2004-05	25%
2005-06	30%
2006-07	30%
2007-08	15%
2008-09	10%
2009-10	10%
2010-11	15%
2011-12	15%
2012-13	20%
2013-14	20%
2014-15	5%

Book Value per Share:

Details of book value during the last 15 (Fifteen) years are as under:

Financial Year	No of Shares	Face Value per share	Book Value Per share (in Rs.)
2000-01	5,025,000	10	55.74
2001-02	5,025,000	10	65.6
2002-03	5,025,000	10	69
2003-04	5,025,000	10	79.9
2004-05	5,025,000	10	90.79
2005-06	5,025,000	10	98.73
2006-07	5,025,000	10	105.89
2007-08**	25,125,000**	2 (10)	22.79
2008-09***	502,50,000***	2	13.1
2009-10	502,50,000	2	14.47
2010-11****	7,91,25,188****	2	12.26
2011-12	7,91,25,188	2	12.97
2012-13	7,91,25,188	2	13.92
2013-14	79125188	2	14.74
2014-15	79125188	2	14.94
2015-16	79125188	2	15.70



**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 Lakhs Equity shares allotted on November 4, 2010.

Fixed Deposits/Deposits from Public

During the financial year 2015-16, 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 Bombay Stock Exchange Ltd. (BSE), National Stock Exchange of India Limited (NSE) and Calcutta Stock Exchange Limited (CSE) and the listing fee for the year 2016-17 has been duly paid. The Scrip Code of the Company is 532339 at BSE.

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, 2015; August 12, 2015; November 6, 2015; February 11, 2016.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Policy on Director's appointment and remuneration

The current policy is to have an appropriate mix of executive and independent Directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2016, the Board consists of 8 members, one of whom is executive or whole time Director, 3 are Non-Executive & Non-Independent Directors and 4 are Non-Executive & Independent Directors.

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

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

Appointments

Mr. Ghisa Lal Chaudhary was appointed as an Additional Director on the Board of the Company w.e.f. 11th February, 2016, and subject to the approval of the members at the ensuing Annual General Meeting his appointment is being regularized as Independent and Non-Executive Director on the terms and conditions as mentioned in the resolution in the Notice.

Dr. Satish Kumar was appointed as an Additional Director on the Board of the Company w.e.f. 25th May, 2016, and subject to the approval of the members at the ensuing Annual General Meeting his appointment is being regularized as Independent and Non-Executive Director on the terms and conditions as mentioned in the resolution in the Notice.

Reappointment

During the year Mr. Ajay Kumar Surana is liable to retire by rotation and being eligible has offered himself for re-appointment. Accordingly, approval of the members is sought for his reappointment at the ensuing Annual General Meeting.

Mr. Rajendra Prasad Udawat was re-appointed as an Additional Director on the Board of the Company w.e.f., 2nd April, 2016, and subject to the approval of the members at the ensuing Annual General Meeting, his appointment is being regularized as Independent and Non-Executive Director on the terms and conditions as mentioned in the resolution in the Notice.

Dr. Anjila Saxena was re-appointed as an Additional Director on the Board of the Company w.e.f. 3rd August, 2016 and subject to the approval of the members at the ensuing Annual General Meeting, her appointment is being regularized as Independent and Non-Executive Director on the terms and conditions as mentioned in the resolution in the Notice.

The brief resume of the Directors seeking appointment/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.

Retirement

During the year Mr. Rajendra Prasad Udawat & Mr. Stephen Carl Viehman, as Independent Directors retired on March 31, 2016 and Dr. Anjila Saxena retired on July 31, 2016.

Vigil Mechanism

The Company had implemented a vigil mechanism, whereby employees, Directors and other stakeholders can 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 chairman of Audit Committee.

The Vigil Mechanism Policy is available on the Company's website at www.compucom.co.in

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 the 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 2015-16

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

Declaration of independence by Directors

The Independent Non-Executive Directors of the Company, viz. Mr. Rajendra Prasad Udawat, Dr. Anjila Saxena, Mr Ghisa Lal Chaudhary, Dr. Satish Kumar and Mr. Ramesh Chand Jain have affirmed that they continue to meet all the requirements specified under sub-section (*6*) of section 149 of Companies Act, 2013 and the Regulation 16 (1) (B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition of Audit Committee: The Audit Committee comprises three Non-Executive Directors, two of whom are Independent Directors and one is Non-Independent Director. Mr. Rajendra Prasad Udawat is the Chairman of the Audit Committee. The Members possess adequate knowledge of Accounts, Audit and Finance. The composition of the Audit Committee meets the requirements as per the Section 177 of the Companies Act, 2013 and of Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. There are no recommendations of the Audit Committee which have not been accepted by the Board.

Board Evaluation

As per the provisions of the Companies Act, 2013 and SEBI (Listing obligation and Disclosure Requirements) Regulations 2015, the formal annual evaluations needs to be made by the Board of its own performance and that of its committees and individual Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

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

Training of Independent Directors

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

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.

Familiarization Programme for Independent Directors:

The Company believes that the Board be continuously empowered with the knowledge of the latest developments in the Company's business and the external environment affecting the industry as a whole. To this end, the Directors were given presentations on the global business environment, as well as all business areas of the Company including business strategy, risk opportunities. Monthly updates on performance/developments giving highlights of performance of the Company during each month including the developments / events having impact on the business of the Company are also sent to all the Directors. The details of familiarization programs imparted to Independent Directors is disclosed on the Company's website at www.compucom.co.in.

Performance evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10), 19(4) and part D of Schedule II of the SEBI (LODR Regulations) 2015, a Board Evaluation Policy has been framed and approved by the Nomination and Remuneration Committee (N & RC) and by the Board.

The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committee of the Board. The Performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The Performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors.

Corporate Social Responsibility Committee

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

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

Internal financial control systems

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

Loans, guarantees and investments in securities by the Company

The particulars of Loans, Guarantees and Investments have been disclosed on the Financial Statements**.**

Transfer to Reserves

The Company doesn't transfer any amount to reserves**.**

Statutory Auditors and Auditors' Report

The Company has received consent from M/s. S Misra & Associates, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act. Accordingly, the Board of Directors has recommended the ratification of appointment as Statutory Auditors.

At the Company's 20th Annual General Meeting (AGM) held on August 27, 2014, M/s S. Misra & Associates, Chartered Accountants, were appointed as the Company's Statutory Auditors from the conclusion of the 20th Annual General Meeting till the Conclusion of the 23rd AGM. In terms of the section 139(1) of the Companies Act, 2013, appointment of the Statutory Auditors to hold office from the conclusion of 20th Annual general meeting until the conclusion of 23rd Annual General Meeting is placed for your ratification.

The Auditors Report to the shareholders for the year under review does not contain any 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

Secretarial Audit Report

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

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made thereunder, M/s V. M. & Associates, Company Secretaries in Practice, Jaipur, was appointed to conduct the secretarial audit of the Company for the financial year 2015-16.

A Secretarial Audit Report issued by M/s V. M. & Associates, Company Secretaries in practice, in respect of the secretarial audit of the Company for the financial year ended 31st March, 2016, is given in **Annexure III** 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 31st March, 2016 is self-explanatory and does not call for any further comments.

The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit of the Company for the financial year 2016-17.

Internal Audit Report

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

In consonance with the requirements of Section 138 of the Companies Act, 2013 and rules made thereunder, Mr. Girish Kumar Gupta, Chartered Accountant, was appointed to conduct the internal audit of the Company for the financial year 2015-16.

No major internal audit observations were observed during the period under review.

Corporate Governance Report and Management Discussion and Analysis Report

The Company is committed to observe good corporate governance practices. The report on Corporate Governance for the financial year ended March 31, 2016, as per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 form a part of this Annual Report. The requisite certificate from auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed to this report.

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 IV**.

Transactions with related parties

Information on transactions with related parties pursuant to Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 is annexed to this Report as **Annexure V**.

Particulars of Employees

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

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 thereunder is annexed to this Report as **Annexure VII.**

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, no amount was due to be 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 9001:2000 organization, certified by Det Norske Veritas (DNV) since 1998. These standards enable us to identify risks at the initial planning stage of the project. The Company firmly believes in the pursuits of excellence to compete in this emerging and growing software market. Our focus has been on providing quality products and services to our customers.

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

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, 2016.

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 have been followed along with proper explanations and disclosures relating to material departures;

(b) The Directors have selected relevant 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 operating effectively; and

(f) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Acknowledgement

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

For and on behalf of the Board

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

Jaipur,
August 03, 2016

Annexure I

Annexures to the Board Report:

Nomination and Remuneration Policy

The policy on appointment and remuneration of Directors and Key Managerial Personnel provides an underlying basis and guide for human resources management, thereby aligning plans for Strategic growth of the Company. The policy is pursuant to section 178(4) of the Companies Act, 2013. The policy is also available on our website.

The Remuneration Committee of Compucom Software Limited ("the Company") was constituted consisting of three Independent Directors. The Board reconstituted the Committee consisting of 3 Non-Executive Directors of which majority are Independent Directors.

OBJECTIVE:

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 and as per Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Key Objectives of the Committee would be:

a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) To evaluate the performance of the members of the Board and provide necessary Report to the Board for further evaluation of the Board.

c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

DEFINITIONS:

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

- **(i)** Chief Executive Officer or the Managing Director or the Manager;
- **(ii)** Company Secretary,

(iii) Whole-Time Director;
(iv) Chief Financial Officer; and
(v) Such other Officer as may be prescribed.

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

ROLE OF COMMITTEE:

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

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

MEMBERSHIP:

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

CHAIRMAN:

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

FREQUENCY OF MEETINGS:

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

COMMITTEE MEMBERS' INTERESTS:

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

SECRETARY:

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

VOTING:

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

NOMINATION DUTIES:

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

- Ensuring that there is an appropriate induction & training Programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board.
- Considering any other matters as may be requested by the Board.

REMUNERATION DUTIES:

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

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

MINUTES OF COMMITTEE MEETING:

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

For and on behalf of the Board

(Surendra Kumar Surana)	**(Mr. Ghisa Lal Chaudhary)**
Managing Director & CEO	Chairperson of Nomination & Remuneration Committee
(DIN:-00340866)	(DIN:- 03602194)

Jaipur,
August 03, 2016

Annexure II

Annual Report on CSR activities

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

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

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

Definition:

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

Our Company contributes towards society in following manner-

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

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

CSR Approaches:

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

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

Constituted CSR Committee:

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

- Mrs. Trishla Rampuria as Chairman
- Dr. Satish kumar as member
- Mr. Surendra Kumar Surana as member
- Mrs. Swati Jain as Company Secretary

Our Objectives

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

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

Focus Areas

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

  ISO audit check for the quality of services rendered. Your Company is contributing towards power generation through wind mills around the country to promote an eco-friendly measure to generate power and also 100 KW roof top solar power plant for captive use, is in operation for last two years.

- **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. 21 Lakhs towards Satellite Education in Govt. Schools, which will help to improve education level of rural background students.

- **Social Business Projects:**

  The company has contributed a sum of Rs. One lakh towards "JAL SWAWLAMBAN" Project of the State Govt. which will help in increasing the under-ground water level. For quenching the thrust of common man, a '24 X 7' run water hut has been constructed and dedicated to the public by incurring a sum of Rs. One lakh approx. Moreover, Food was also distributed to the poor people.

  The CSR policy formulated is uploaded on the Website of the Company at www.compucom.co.in

Financial Details

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

Particulars	Amount in Rs.
Average Net profit of the Company for last three years	1,22,041,702
Prescribed CSR expenditure (2% of the average net profit)	24,40,834
Details of CSR expenditure:-	
Amount spent	24,56,706
Amount unspent	Nil

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

S. No.	CSR Project/Activity/ Beneficiary	Sector in which the project is covered	Location of project	Amount outlay (budget)	Amount Spent on the project/ programs	Cumulative spend upto the reporting reporting period	Amount spent: direct/ through external agency
1.	**Akshay Patra Foundation**	Help to Nepal Earthquake Victims	Nepal	21000	21000	21000	Directly
2.	**State Government**	"JAL SWAWLAMBAN"	Jaipur Distt. Area	100000	100000	100000	Directly
3.	**Hare Krishna Movement**	Malnutrition and Hunger eradication	Jaipur	125000	125000	125000	Directly
4.	**Social Business Projects**	Hunger Eradication & Clean Drinking Water	Jaipur	108936	108936	108936	Directly
5.	**Satelite Education in 11 State Government Schools**	Promotion of Education	Different Locations of Rajasthan State	2101770	2101770	2101770	Directly
		Total		24,56,706	24,56,706	24,56,706	

For and on behalf of the Board

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

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

Jaipur,
August 03, 2016

Annexure III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[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,
CIN: L72200RJ1995PLC009798
IT:-14-15, EPIP, SITAPURA
JAIPUR- 302022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **COMPUCOM SOFTWARE 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, 2016 ('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, 2016 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, 1992; (repealed w.e.f. 15th May, 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 and as amended from time to time; **(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 (Prohibition of Insider Trading) Regulations, 2015; and

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

(vi) As confirmed by the Management, following other laws are specifically applicable to the Company for which the Company has taken necessary steps for its due compliances under the said laws:

(a) The Information Technology Act, 2000

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

(c) The Indian Copyright Act, 1957

(d) The Patents Act, 1970

(e) The Trade Marks Act, 1999

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 Agreement entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and 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. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period the company has 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: 25th May, 2016

For V.M. & Associates
Company Secretaries
CS Manoj Maheshwari
Partner
FCS No.: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,
CIN: L72200RJ1995PLC009798
IT:-14-15, EPIP, SITAPURA
JAIPUR- 302022

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. Wherever 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: 25th May, 2016

For V.M. & Associates
Company Secretaries
CS Manoj Maheshwari
Partner
FCS No.:3355
C P No.: 1971

Annexure IV

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

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

CONSERVATION OF ENERGY

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

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

(i) Research & Development (R&D)

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

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

(c) Benefits derived as a result of R & D
Our research labs are well equipped and are instrumental in providing expertise in the areas of software performance solutions, testing, prototype developments and providing end to end solutions to the clients to suit their requirement.

Research and development activities have helped in providing new and better solutions to the customers. R&D activities help in enhancing technical skills, which are critical for providing the end-to-end solutions to the clients.

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

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

(ii) Technology absorption, adaptation and innovation:

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

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

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

(iii) Foreign Exchange Earnings and Outgo:

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

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

During the financial year 2015-16, the revenue derived from export activities was Rs 3,75.23 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.
FOB value exports: Rs.3,75,22,577 /- (Previous year Rs. 3,26,15,751/-)
CIF value of imports: NIL (Previous year: NIL)
Other expenses incurred in foreign currency on manpower, administrative and marketing expenses Rs. 72,033 (Previous year: NIL)

For and on behalf of the Board

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

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

Jaipur,
August 03, 2016

Annexure V

Particulars of contract / arrangements made with related parties

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

Form No. AOC-2

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

3. Details of contracts or arrangements or transactions not on an arm's length basis:

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

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

(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of Contracts/arrangements/transactions	
(c)	Duration of Contracts/ arrangements/ transaction	
(d)	Salient terms of the contracts or arrangements or transactions including the value,if any	
(e)	Date(s) of approval by the Board, if any	
(f)	Amount paid as advances, if any	

For and on behalf of the Board

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

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

Place: Jaipur,
Date: August 3, 2016

Annexure VI

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 2015-16 and the percentage increase in remuneration of each Director ,Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2015-16:

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	18.11%	13.72
Mr. Shubh Karan Surana	39,000#	N.A.	N.A.
Mr. Ajay Kumar Surana	12,000#	N.A.	N.A.
Mrs. Trishla Rampuria*	12000#	N.A	N.A
Mr. Stephen Carl Viehman**	9,000#	N.A.	N.A.
Mr. Rajendra Prasad Udawat	36,000#	N.A.	N.A.
Mr. G. L. Chaudhary***	NIL	N.A.	N.A.
Mr. Ramesh Chand Jain	24,000#	N.A.	N.A.
Dr. Anjila Saxena	24,000#	N.A.	N.A.
Mrs. Swati Jain, Company Secretary	96822	8.70%	0.74
Mr. Sanjeev Nigam, CFO	593000	N.A.****	4.52

*Appointed as an Additional Director w.e.f August 12, 2015 and regularized as Director in the Annual General Meeting held on 24 September, 2015.
**Retired as the Director of Company w.e.f. March 31, 2016.
***Appointed as the Additional Director of Company w.e.f. February 11, 2016
Director Sitting Fees
****Appointed as a CFO of the Company w.e.f. March 25, 2015

ii) **The percentage increase in the median remuneration of employees in the financial year: 5.10%**

iii) **The number of permanent employees on the rolls of Company:** 578 as on March 31, 2016.

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 exceeding KMPs: 12.15%
- KMP salary increases are decided based on the Company's performance, individual performance, Inflation, prevailing industry trends and benchmarks.

v) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

The Company affirms remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board

(Surendra Kumar Surana)
Managing Director& CEO
(DIN:-00340866)
Place: Jaipur,
Date: August 3, 2016

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

Annexure VII

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016
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.- +91-141-2770335
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. : 9111-41406149

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	55100	86%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

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

Note:- *Compucom Software Limited has significant influence in Tekmark CSL Inter Solutions LLC through 100% wholly on subsidery ITneer, Inc. i.e. Itneer Inc. have 50% partnership in Tekmark CSL Inter Solution LLC

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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3028150	0	3028150	3.827	3033466	0	3033466	3.83	0.003
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	54564952		54564952	68.96	54391710	0	54391710	68.74	0.256
d) Bank/FI	0	0	0	0	0	0	0		0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	57593102		57593102	72.79	57425176	0	57425176	72.58	0.21
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals									
c) Bodies Corp.	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d)Qualified foreign Investor	0	0	0	0	0	0	0	0	0
d) Banks/FI									
e) Any other…	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter									
(A)= (A)(1)+(A)(2)	57593102		57593102	72.79	57425176	0	57425176	72.58	0.21
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI		10500	10500	0.01	0	10500	10500	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 Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):		10500	10500	0.01		10500	10500	0.01	0
(2) Non Institutions									
a) Bodies corporates	2214929	21515	2236444	2.83	2073247	21515	2094762	2.65	0.18
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	12694207	698490	13392697	16.93	13047775	683490	13731265	17.35	0.42
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	1558501	0	1558501	1.97	1448129	0	1448129	1.83	0.14
c) Others (specify)									
i)Trust & Foundations	2813679	0	2813679	3.56	2807829	0	2807829	3.55	0.01
ii)Non Resident Individual	412515	372750	785265	0.99	499777	372750	872527	1.1	0.11
iii) Foreign Companies	0	735000	735000	0.93	0	735000	735000	0.93	0
SUB TOTAL (B)(2):	19693831	1827755	21521586	27.2	19876757	1812755	21689512	27.41	0.21
Total Public Shareholding									
(B)= (B)(1)+(B)(2)	19693831	1838255	21532086	27.21	19876757	1823255	21700012	27.42	0.22
C. Shares held by Custodian for									
GDRs & ADRs	0	0	0	0	0		0	0	0
Grand Total (A+B+C)	77286933	1838255	79125188	100	77301933	1823255	79125188	100	0

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Sambhav Infotech Private Limited	19897444	25.15	0	19897444	25.15	0	0
2	Rishab Infotech Private Limited	18468650	23.34	0	18468650	23.34	0	0
3	Compucom Technologies Pvt limited	16198858	20.47	0	16025616	20.25	0	0.22
4	Surendra Kumar Surana	2070300	2.62	0	2075616	2.62	0	0
5	Ajay Kumar Surana	775500	0.98	0	775500	0.98	0	0
6	Shubh Karan Surana	182350	0.23	0	182350	0.23	0	0
	Total	57593102	72.79	0	57425176	72.58	0	0.22

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

Sl. No.		Shareholding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Compucom Technologies Pvt. Ltd.				
	At the beginning of the year	16198858	20.47		
	Acquisition from 1st April 2015 to 30th June 2015	10046	0.013	16208904	20.49
	Acquisition from 1st July 2015 to 30th September 2015	50713	0.064	16259617	20.55
	Sale from 1st October 2015 to 31st December 2015	557288	0.71	15702329	19.84
	Acquisition from 1st January 2016 to 31st March 2016	323287	0.41	16025616	20.25
	At the end of the Year			16025616	20.25
2	Surendra Kumar Surana				
	At the beginning of the year	2070300	2.62		
	Acquisition from 1st April 2015 to 30th June 2015	0	0	2070300	2.62
	Acquisition from 1st July 2015 to 30th September 2015	3105	0.004	2073405	2.62
	Sale from 1st October 2015 to 31st December 2015	556	0.0007	2072849	2.62
	Acquisition from 1st January 2016 to 31st March 2016	2767	0.003	2075616	2.62
	At the end of the year			2075616	2.62

(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 during 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	Purushotttam Madanlal Bagaria	350000	0.44	350000	0.44
3	Bhansali Fincom Pvt Ltd	0	0	257500	0.33
4	Nemi Chand	183000	0.23	183000	0.23
5	Camels Foods pvt Ltd.	143912	0.18	162672	0.21
6	Dheeraj Kumar Lohia	123776	0.16	123776	0.16
7	Excom Inc	150000	0.18	150000	0.18
8	Usha Sunil Bagaria Sunil Purushottam Bagaria	142500	0.18	142500	0.18
9	Santosh Sandeep Bagaria Sandeep Purushottam Bagaria	142500	0.18	142500	0.18
10	Sanjay Narula	138750	0.18	138750	0.18

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	2070300	2.62		
	Acquisition from 1st April 2015 to 30th June 2015	0	0	2070300	2.62
	Acquisition from 1st July 2015 to 30th September 2015	3105	0.004	2073405	2.62
	Sale from 1st October 2015 to 31st December 2015	556	0.0007	2072849	2.62
	Acquisition from 1st January 2016 to 31st March 2016	2767	0.003	2075616	2.62
	At the end of the year			2075616	2.62
2	Ajay Kumar Surana				
	At the beginning of the year	775500	0.98		
	At the end of the year			775500	0.98
3	Shubh Karan Surana				
	At the beginning of the year	182350	0.23		
	At the end of the year			182350	0.23
4	Stephen Carl Viehman				
	At the beginning of the year	210000	0.27		
	At the end of the year			210000	0.27
5	Trishla Rampuria	150000	0.18		
	Acquisition from 1st April 2015 to 31st March 2016	5000	0.006		
	At the end of the Year			155000	0.2
6	Sanjeev Nigam (CFO)				
	At the beginning of the year	0	0		
	Sale from 1st April 2015 to 31st March 2016	50	0		
	At the end of the year			0	0
7	Swati Jain (CS)				
	At the beginning of the year	1000	0.0013		
	At the end of the year			1000	0.0013

V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	23,51,65,029			23,51,65,029
ii) Interest due but not paid				
iii) Interest accrued but not due	29,30,390			29,30,390
Total (i+ii+iii)	23,80,95,419			23,80,95,419
Change in Indebtedness during the financial year				
Additions				
Reduction	8,78,56,202			8,78,56,202
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	14,73,08,827			14,73,08,827
ii) Interest due but not paid				
iii) Interest accrued but not due	19,36,899			19,36,899
Total (i+ii+iii)	14,92,45,726			14,92,45,726

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	Trishla Rampuria	Rajendra Prasad Udawat	Ramesh Chand Jain	Anjila Saxena	
	(a) Fee for attending Board committee meetings	12000	42000	24000	24000	102000
	(b) Commission					
	(c) Others, please specify					
	Total (1)	12000	42000	24000	24000	102000
2	Other Non-Executive Directors	Shubh Karan Surana	Ajay Kumar Surana	Stephen Carl Viehman		
	(a) Fee for attending Board committee meetings	39000	12000	9000		60000
	(b) Commission					
	(c) Others, please specify.					
	Total (2)	39000	12000	9000		60000
	Total (B)=(1+2)	51000	54000	33000	24000	162000
	Total Managerial Remuneration	51000	54000	33000	24000	162000
	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.	96,822	5,93,000	
	(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	96,822	5,93,000	

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2016.

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 programme management responsibility and capabilities on technology that can result in productive gains. The Company targets new customer segments and market verticals.

B. **Opportunities and Threats:**

(1) **Opportunities:**

(i) **ICT in Govt. Schools:** India is one of the world's largest education markets, with 445mn of the 1.3bn population comprising the target group (5-20 ages) of the education sector. The 'ICT in schools' scheme is a window of opportunity to bridge the digital device gap in India. The scheme is a comprehensive initiative to open new vistas of learning and provide a level playing field to school students of rural areas. Compucom is a passport for fulfilling career in computer literacy, providing students with hands-on courses to stay abreast with the requirements of the IT world and moreover Compucom is one of the prominent players for *ICT School* and "*Sarva Shiksha Abhiyan"*, 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. Approximately 1000-1500 schools are expected to be added in the coming 2-3 years under ICT project. We have implemented ICT and CALP programmes in 8223 Government schools. So far Compucom aims to usher an era of anytime, anywhere learning to break down the barriers to education.

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

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

(ii) **Software & E-governance Services**: Traditionally the Company has been focusing on software export market but the way India is emerging as a power house economy, many more software service opportunities in Government sector are emerging in areas of power utilities, Education, Rural Development, Infrastructure Development, etc. Your Company has put significant efforts in harnessing this E-Governance business. Your Company is also serving overseas clients by providing software development, testing and maintenance and customer support services. The Company has developed its own news portal which works in conjunction with its satellite TV Channel and has added shimmer to the Company's brand image and generated new business opportunities.

(iii) **Media Services:** Your Company's subsidiary CSL Infomedia Pvt. Ltd. has successfully completed fourth 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, SITI Maurya Cable Network, GTPL-DCPL and BSNL IPTV and across the globe through its portalwww.jantv.in and on android, iPhone/iPad mobiles through its mobile app available on Google Play store and Apple Store. CSL Infomedia Pvt. Ltd. has also started another Satellite TV channel 'Jan TV Plus' which is an infotainment channel. Jan TV Plus is currently available on BSNL IPTV and on various local cable networks in Rajasthan and is also available globally through its portal www.cslinfomedia.com on computer and mobile devices. Both Jan TV and Jan TV Plus channels have been empanelled with Department of Information and Public Relations (DIPR) Government of Rajasthan and with Department of Audio Video Promotions (DAVP) Government of India. Jan TV is also empanelled with Govt. of Bihar.

(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. 15.

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

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

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

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

(i) Financial condition:

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

2.Reserves & Surplus — **3. Fixed Assets :** **(Rs. in Lakhs)**

Particulars	31.03.2016	31.03.2015	Particulars	31.03.2016	31.03.2015
Profit & Loss Account	7696.97	7095.93	Gross Block	18932.18	18818.24
General Reserves	1484.79	1484.79	Accumulated depreciation	14276.13	12824.44
Securities Premium	1352.96	1352.96	**Net Fixed Assets**	4656.05	5993.80
Capital Reserve	209.22	209.22	Total Revenue/Net Block	1.24	0.92
Total	10743.94	10142.90	**Acc.Dep. as % of Gross Block**	75.41	68.15

(Rs. in Lakhs)

Particulars	31.03.2016	31.03.2015

2. **Investments:** The details of investment made by the Company are as under:

Equity Investments in ITneer Inc.(100% subsidiary)	439.24	439.24
Equity Investments in CSL Infomedia Pvt Ltd.	455.00	455.00
Equity Shares	0.38	0.48
Investments in Mutual Funds	4.34	4.8
Other Investments	10.66	10.66
Total	**909.62**	**910.18**

3. **Non-Current &Current Liabilities:**

Long-Term Borrowings	638.02	1473.71
Deferred Tax Liabilities (Net)	0.00	91.28
Other Long Term Liabilities	630.25	632.35
Long-Term Provisions	61.63	62.24
Short-Term Borrowings	803.07	704.65
Trade Payables	120.21	144.89
Other Current Liabilities	1478.08	1888.27
Short-Term Provisions	1579.68	1501.24
Total	**5310.94**	**6498.63**

4. **Long Term Loans and Advances & Other Non-Current Assets:**

Long Term Loans and Advances	353.79	359.44
Other Non-Current Assets	895.54	913.81
Deferred Tax Assets (Net)	100.84	0.00
Total	**1350.17**	**1273.25**

5. **Current Assets:**

Trade Receivable	6443.51	6154.99
Cash and Bank Balances	2878.91	2649.47
Short Term Loans and Advances	1399.13	1242.35
Total	**10721.55**	**10046.81**

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

II) Financial Review:

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

Software & E-Governance Services - Overseas	375.23	326.16
Domestic	86.48	130.35
Learning Solution	4938.79	4605.43
Wind Power Generation	175.87	189.23
Other Income	185.19	267.91
Total	**5761.56**	**5519.08**

A. **Software Services:** Software development at overseas level has shown growth due to higher efforts made during the year.E-Governance projects at domestic level has been completed during the year and the Company is bidding for new projects aggressively.

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

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

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

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

(Rs. in Lakhs)

Particulars	**31.03.2016**	**31.03.2015**
Revenue in Foreign Currency	375.23	326.16
Revenue Expenses in Foreign Currency	0.72	-
Capital Expenses in Foreign Currency	-	-
Net Exchange Earning	**374.51**	**326.16**

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

Particulars	**31.03.2016**	**% of Total Revenue**	**31.03.2015**	**% of Total Revenue**
Expenses				
Manpower Expenses	445.41	7.73	434.58	7.87
Learning Solution Execution Charges	1174.07	20.38	1018.50	18.45
Administrative & Other Expenses	1250.00	21.70	1123.01	20.35
Finance Cost	342.87	5.95	495.41	8.98
Depreciation	1456.07	25.27	1427.56	25.87
Profit Before Tax	1093.13	18.97	1020.02	18.48
Exceptional Items	78.13	1.36	231.27	0.00
Provisions For Income Tax	318.28	5.52	230.15	4.17
Profit After Tax	**696.72**	12.09	**558.60**	10.12

(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. 293.87Lakhs and Company has not defaulted in the payment of principal and interest during the year.

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

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

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

Number of Employees: The Company had 578 permanent employees on its pay roll as on 31st March 2016.

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

For and on behalf of the Board

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

Shubh Karan Surana
Director
(DIN:- 00341082)

Jaipur
August 03, 2016

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2015-2016

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for Executive and Non-Executive Directors as well as the Senior Members of Management 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 Prevention of Insider Trading and the Code of Corporate Disclosure Practices. The Company has in place an Information Security Policy that ensures proper utilization of IT resources.

Accordingly, this Company's philosophy extends beyond what is being reported under this report and it has been the Company's constant endeavor to attain the highest levels of Corporate Governance. In terms of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, "SEBI (LODR) Regulations, 2015", details of Corporate Governance in the Company are furnished hereunder:

2. BOARD OF DIRECTORS:

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

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

Name of the Director	Designation	DIN
Mr. Surendra Kumar Surana	Managing Director/Executive Director/Promoter	00340866
Mr. Shubh Karan Surana	Non-Executive & Non-Independent Director/Promoter	00341082
Mr. Ajay Kumar Surana	Non-Executive & Non-Independent Director/Promoter	01365819
Mrs. Trishla Rampuria*	Non-Executive & Non-Independent Director	07224903
Mr. Ramesh Chand Jain**	Non-Executive & Independent Director	00981936
Mr. Ghisa Lal Chaudhary***	Additional Director (Non-Executive & Independent Director)	03602194
Mr. Rajendra Prasad Udawat****	Additional Director(Non-Executive & Independent Director)	00341110
Dr. Satish Kumar*****	Additional Director (Non-Executive & Independent Director)	07517644
Dr. Anjila Saxena******	Additional Director (Non-Executive & Independent Director)	02353483

*Appointed as an Additional Director w.e.f. August 12, 2015 and regularized as Director in the Annual General Meeting held on September 24, 2015.

**Appointed as an Additional Director w.e.f. May 29, 2015 and regularized as Director in the Annual General Meeting held on September 24, 2015.

***Mr. Ghisa Lal Chaudhary appointed w.e.f 11th February, 2016 and regularized in the ensuing Annual General Meeting.

****Mr. Rajendra Prasad Udawat appointed w.e.f. 2nd April, 2016 and regularized in the ensuing Annual General Meeting.

*****Dr. Satish Kumar appointed w.e.f. 25th May, 2016 and regularized in the ensuing Annual General Meeting.

******Dr. Anjila Saxena appointed w.e.f. 3rd August, 2016 and regularized in the ensuing Annual General Meeting.

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

Name of the Director	Category	No. of Board Meetings (During the year)		Whether last AGM attended
		Held	Attended	Held / Attended
Mr. Shubh Karan Surana	NED	4	4	Yes
Mr. Ajay Kumar Surana	NED	4	4	No
Mr. Surendra Kumar Surana	MD	4	4	Yes
Mrs. Trishla Rampuria*	NED	2	2	Yes
Mr. Stephen Carl Viehman**	NED : I	4	3	No
Dr. Anjila Saxena	NED : I	4	3	Yes
Mr. Ramesh Chand Jain***	NED : I	3	3	Yes
Mr. Rajendra Prasad Udawat	NED : I	4	4	Yes
Mr. Ghisa Lal Chaudhary****	NED : I	0	0	No

NED: Non-Executive Director MD: Managing Director I: Independent Director
* Appointed as an Additional Director w.e.f. August 12, 2015 and regularized as Director in the Annual General Meeting held on September 24, 2015.
** Retired as the Director of the Company w.e.f. 31st March, 2016
*** Appointed as an Additional Director w.e.f. May 29, 2015 and regularized as Director in the Annual General Meeting held on September 24, 2015.
**** Appointed as an Additional Director of Company w.e.f. February 11, 2016 and regularized in the ensuing Annual General Meeting.

(iii) Number of Board or Board Committee of which a Director is a member or Chairperson (Only the membership(s) of Audit Committee and Shareholders' Committee other than Compucom Software Limited considered as per Regulation 26 of SEBI (LODR) Regulations, 2015.

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

* Appointed as an Additional Director w.e.f. May 29, 2015 and regularized as Director in the Annual General Meeting held on September 24, 2015.
**Appointed as the Additional Director of Company w.e.f. February 11, 2016 and regularized in the ensuing Annual General Meeting.
*** Appointed as an Additional Director w.e.f. August 12, 2015 and regularized as Director in the Annual General Meeting held on September 24, 2015.
**** Appointed as an Additional Director of Company w.e.f. 3rd August, 2016 and regularized in the ensuing Annual General Meeting.
.***** Appointed as an Additional Director of Company w.e.f. 25th May, 2016 and regularized in the ensuing Annual General Meeting.

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

(iv) 4 (four) Board Meetings were held during the Financial Year from April 1, 2015 to March 31, 2016 and the gap between two Meetings did not exceed 120 days. The dates on which the Board Meetings were held are as follows:
May 29, 2015; August 12, 2015; November 6, 2015; February 11, 2016.
The necessary quorum was present for all the meetings.

(v) None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the Listed Companies in which he is a Director in compliance with the Regulation 26 of SEBI (LODR) Regulations, 2015) The Directors have made necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2016.

(vi) The Board functions as a full Board or through various Committees constituted for specific operation areas. The Board provides leadership, strategic guidance, objective and independent views to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

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

(viii) The individual details of the Directors seeking appointment / reappointment at the ensuing Annual General Meeting of the Company are provided in the explanatory statement and annexure accompanying the notice of the Annual General Meeting.

(ix) During the year a separate meeting of Independent Directors was held inter-alia to review the performance of non-independent Directors and the Board as a whole.

(x) **Board Meeting Procedure:**

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

All statutory, significant and other material information as specified in Schedule II to the Regulation 17(7) of SEBI (Listing Obligations & 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 sub-committees namely Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee. Minutes of the Meetings are signed by the Chairman of the Committees within thirty days of meeting held. The Board of Directors of the Company also take note of the minutes of the Committee Meetings at its Meetings.

A). **Audit committee:**

The Board reconstituted Audit Committee to provide direction to the audit function to monitor the quality of internal and statutory audit with an objective of moving towards a regime of unqualified Financial Statements. The Committee functions as per the provisions of Section 177(1) of the Companies Act, 2013 and as per the Listing Regulations. Further the Audit Committee has been granted powers as prescribed under Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;.
- Recommending to the Board for appointment, Re-appointment and if required, the replacement or removal of the auditors and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013(corresponding to section 217(2AA)of Companies Act, 1956).
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by the management. - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
- Reviewing with the Management, quarterly/half-yearly/yearly financial results before submission to the Board for approval;
- Reviewing with the Management, the statement of uses/application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring

the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with the internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;.
- To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism/Vigil mechanism.
- Approval of appointment of CFO (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc of the candidate;
- Carrying out any other functions as specified in the terms of reference, as amended from time to time.

Review of Information by Audit Committee:

The Audit Committee shall mandatorily review the following information:

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

(ii) Composition of the Audit Committee as on March 31, 2016:

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

The table below sets out the composition of Audit Committee as on March 31, 2016:

Name of the Director	Category
Mr. Shubh Karan Surana	Non Independent and Non-Executive
Mr. Ramesh Chand Jain	Independent, Non-Executive
Mr. Rajendra Prasad Udawat	Independent, Non-Executive/Chairperson

(iii) Number of Meetings Held:

During the year, 4 **(**Four) meetings of Audit Committee were held on the following dates:
May 29, 2015; August 12, 2015; November 6, 2015 and February 11, 2016.

The table below sets out the attendance at the Audit committee meetings held during the financial year 2015-2016:

Name	Category	No. of Meetings during the year 2015-16	No. of Meetings attended during the year 2015-16
Mr. Shubh Karan Surana	Non-Independent, Non- executive	4	**4**
Mr. Rajendra Prasad Udawat	Independent, Non-executive	4	**4**
Mr. Ramesh Chand Jain*	Independent, Non-executive	2	**2**
Dr. Anjila Saxena*	Non-Independent, Non- executive	2	**2**

*Mr. Ramesh Chand Jain was appointed as a member in place of Dr. Anjila Saxena w.e.f. October 1, 2015.

The necessary quorum was present in all the Meetings.

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

B). Nomination and Remuneration Committee:-

The Company had a nomination and remuneration committee of Directors. The nomination committee and remuneration committee was reconstituted, pursuant to the provisions of the Act and Regulation 19 of SEBI (LODR) Regulations, 2015.

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

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

(i) Composition, name of the Members and Chairperson as on March 31, 2016:

The Nomination and Remuneration Committee of the Board of Directors consists three Non-Executive Directors out of which two are Independent Directors. The Committee is headed by Mr. Ramesh Chand Jain, Independent Director.

The table sets out the composition of the Committee:-

Name	Category
Mr. Ramesh Chand Jain	Independent Non- executive/ Chairperson
Mr. Shubh Karan Surana	Non-Independent, Non- executive
Mr. Rajendra Prasad Udawat	Independent, Non- executive

(ii) Attendance:

During the year, 3 **(Three**) meetings of Nomination and Remuneration Committee were held on the following dates:

May 29, 2015; August 12, 2015; February 11, 2016.

The table below sets out the attendance at the Nomination and remuneration committee meetings held during the financial year 2015- 2016:

Name	Category	No. of Meetings during the year 2015-16	No. of Meetings attended during the year 2015-16
Mr. Shubh Karan Surana	Non-Independent, Non- executive	3	3
Mr. Ramesh Chand Jain*	Independent Non-executive/ Chairperson	1	1
Dr. Anjila Saxena*	Independent Non-executive/ Chairperson	2	2
Mr. Rajendra Prasad Udawat	Independent, Non-executive	3	3

• Mr. Ramesh Chand Jain was appointed as a member in place of Mrs. Anjila Saxena w.e.f. October 1, 2015.

(iii) Performance Evaluation criteria for Independent Directors:

The key areas of evaluation of individual Directors, including Independent Directors are Knowledge of business, Diligence and preparedness, Effective interaction with others, Constructive contribution to discussion and strategy, Concern for stakeholders, attentive to the internal controls mechanism and ethical conduct issues.

C). Stakeholders Relationship Committee:-

The Board reconstituted Stakeholder's Relationship Committee in terms of section 178(5) of the Companies' Act, 2015 and as per Regulation 20 of SEBI (LODR) Regulations, 2015. The main role of the committee is to look into the redressal of complaints of investor such as transfer or credit of shares, non-receipt of dividend / notice / annual reports, revalidation of dividend DD etc.

The Committee deals with the following matters:-

- Noting transfer/transmission of shares.

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

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

(ii) Details of Complaints received, resolved and pending:

Received during the year	Resolved during the year	Pending during the year
20	20	0

(iii) Meetings and attendance during the year:

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

August 12, 2015 and February 11, 2016 in which Mr. Rajendra Prasad Udawat, non-executive Director of the Company was the Chairman of the committee.

Name	Category	No. of Meetings during the year 2015-16	No. of Meetings attended during the year 2015-16
Mr. Shubh Karan Surana	Non-Independent, Non-executive	2	2
Mr. Rajendra Prasad Udawat	Independent, Non-executive	1	1
Mr. Stephan Carl Viehman	Independent, Non-executive	1	0
Mrs. Trishla Rampuria *	Non-Independent, Non-executive	1	1

*Mrs. Trishla Rampuria was appointed as a member in place of Mr. Stephan Carl Viehman w.e.f. 12.08.2015.

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

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

D). Corporate Social Responsibility (CSR) Committee:

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company reconstituted the CSR Committee and defined the role of the Committee, which is as under:

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

(i) Composition, name of the Members and Chairperson as on March 31, 2016:

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.

The table sets out the composition of the Committee:-

Name	Category
Mrs. Trishla Rampuria	Non-Independent & Non- executive/ Chairperson
Mr. Surendra Kumar Surana	Managing Director & Chief Executive Officer
Mr. Ramesh Chand Jain	Independent & Non- executive

(ii) Meetings and attendance during the year:

During the year, 1 (One) meeting of Corporate Social Responsibility Committee was held on November 06, 2015.

Name	Category	No. of Meetings during the year 2015-16	No. of Meetings attended during the year 2015-16
Mr. Surendra Kumar Surana	Managing Director & CEO	1	1
Mrs. Trishla Rampuria*	Non-Independent, Non- executive	1	1
Mr. Ramesh Chand Jain	Independent, Non-executive	1	1

(iii) Remuneration Policy:-

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

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

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

(iv) The details of remuneration & sitting fees paid to the Directors during the year ended on March 31, 2016 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.	39,000	NIL	NIL	NIL	NIL	182350
2	Mr. Ajay Kumar Surana	N.A.	12,000	NIL	NIL	NIL	NIL	775500
3	Mr. Surendra Kumar Surana	18,00,000	N.A.	N.A.	N.A.	N.A.	N.A.	2075616
4	Mrs. Trishla Rampuria*	N.A	12,000	N.A.	N.A.	N.A.	N.A.	155000
5	Mr. Stephen Carl Viehman**	N.A.	9,000	NIL	NIL	NIL	NIL	2,10,000
6	Mr. Rajendra Prasad Udawat	N.A.	42,000	NIL	NIL	NIL	NIL	NIL
7	Mr. Ghisa Lal Chaudhary***	N.A.	NIL	NIL	NIL	NIL	NIL	NIL
8	Mr. Ramesh Chand Jain	N.A	24,000	NIL	NIL	NIL	NIL	NIL
8	Dr. Anjila Saxena	N.A	24,000	NIL	NIL	NIL	NIL	NIL

*Appointed as an Additional Director w.e.f August 12, 2015 and regularized as Director in the Annual General Meeting held on September 24, 2015.
**Retired as the Director of Company w.e.f. March 31, 2016.
***Appointed as the Additional Director of Company w.e.f. February 11, 2016

(v) Total remuneration paid to the Managing Director for the Financial Year 2015-16 is Rs. 18,00,000/- as determined/ recommended by the Nomination and Remuneration Committee and Board of Directors. No other perquisite was provided to the Managing Director.

Details of fixed component and performance linked incentive along with the performance criteria: Salary has fixed component only and no performance linked incentive.

(vi) 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.

(vii) The Company paid no other remuneration to Non-Executive Directors except sitting fees during the Financial Year 2015-16. The sitting fees paid to the Non-Executive Directors was Rs. 3,000/- for their attendance at every Meeting of the Board or Committee.

(viii) Non-Executive Directors Shareholding:
(As on March 31, 2016)

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	7,75,500	0.981
Mr. Stephen Carl Viehman	2,10,000	0.265
Mrs. Trishla Rampuria	1,55,000	0.196

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

4. SUBSIDIARY COMPANIES:

In accordance with Regulation 24 of SEBI (Listing Obligations & 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 turnover or net worth respectively of the Company.

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

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

5. GENERAL BODY MEETINGS:

Details of the previous three Annual General Meetings:

Year	Location	Date	Time	Special Resolution(s) Passed
2014-15	"Krishna Auditorium", Compucom Institute of Technology & Management Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial area, Sitapura Jaipur-302022 (Rajasthan).	September 24, 2015	11:30 A.M.	None
2013-14	"Krishna Auditorium", Compucom Institute of Technology & Management, Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial area, Sitapura Jaipur-302022 (Rajasthan).	August 27, 2014	11:30 A.M.	1 (one) Borrowing Powers of the Board up to a limit of Rs. 300 Crore exclusive of interest.
2012-13	"Krishna Auditorium", Compucom Institute of Technology & Management, Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial area, Sitapura Jaipur-302022 (Rajasthan).	September 19, 2013	11:30 A.M.	None

(i) **Postal Ballot:** During 2015-16, no resolution was passed through postal ballot. None of the business proposed to be transacted in the ensuing Annual General Meeting requires passing through postal ballot.

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

6. DISCLOSURES:

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

(ii) **Structures or Penalties:** During the last three years, 2013-14, 2014-15, 2015-16 there were no non compliances/ strictures or penalties imposed on the Company either by the SEBI or other Stock Exchange (s) or any other Statutory Authority for non-compliance of any matter related to Capital Markets.

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

The Company has established vigil mechanism in line with requirement given by Regulation 22 of SEBI (LODR) Regulations, 2015 and section 177(9) of Companies Act, 2013 for employees to report concerns about unethical behaviour. No personnel have been denied access to the Audit Committee.

The Board has approved a policy on vigil mechanism and code of conduct which has been uploaded on the Company's website www.compucom.co.in

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

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

a) The Company follows the guidelines as recommended from time to time by Institute of Company Secretaries of India. One such instance is the adoption of Secretarial Standards in respect to preparation and recording of minutes and other statutory records and registers.

b) In respect of audit qualifications, the Company is making conscious efforts towards moving into a regime of unqualified financial statements.

c) The Board has already set up a Nomination and Remuneration Committee & Corporate Social Responsibility Committee, the details of which have already been made in this report.

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

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

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

(ix) Commodity Price Risks and Commodity 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 risks 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 controls for the effective management of the Company's risks that arise due to Government Projects.

(x) Disclosures of Compliance: The Company has complied with the mandatory requirements of Corporate Governance as specified in Regulations 17 to 27 and 46(2) of Listing Regulations.

(xi) Discretionary Requirements: The Company has complied with the following discretionary requirements as prescribed in Part E of Schedule II to the Listing Regulations:

a) During the year under review, the Company has moved to a regime of Financial Statements with unmodified audit opinion.

b) The Company appointed separate persons to the post of Chairman and Managing Director & CEO.

7. MEANS OF COMMUNICATION:

(i) The quarterly, half-yearly and annual results of the Company are regularly published in the newspapers in terms of Regulation 47 of SEBI (LODR) Regulations, 2015.

(ii) Newspapers in which results of the Company are normally published: (a) Business Standard, in English (National) (b) Samachar Jagat, in Hindi (Vernacular).

(iii) The Company results and official news releases etc. are displayed on the Company's website. Website address is www.compucom.co.in .

(iv) The Company's results and other Corporate Announcements are regularly sent to the Bombay Stock Exchange Limited, Mumbai, National Stock Exchange Limited, Mumbai and Calcutta Stock Exchange Limited, Kolkata.

(v) **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web based application designed by NSE for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, etc. are filed electronically on NEAPS.

(vi) **BSE Corporate Compliance & Listing Centre (the "Listing Centre")**: The Listing Centre of BSE is a web based application designed by BSE for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, etc. are also filed electronically on the Listing Centre.

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

8. GENERAL SHAREHOLDERS INFORMATION:

(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	Friday, September 09, 2016 at 12.15 P.M. "Krishna Auditorium", Compucom Institute of Technology & Management Compound, in front of Compucom Software Limited Office, SP-5, EPIP, RIICO Industrial area, Sitapura Jaipur-302022 (Rajasthan).

(iii) **a) Financial Year:** **b) Financial Calendar (Tentative):** **Results for the 1st Quarter ending June 30th, 2016** **Results for the 2nd Quarter ending September 30th, 2016** **Results for the 3rd Quarter ending December 31st, 2016** **Results for the 4th Quarter ending March 31st, 2017**	 April 1to March 31 First week of August, 2016 Second week of November, 2016 Second week of February, 2017 Last week of May, 2017
(iv) Book Closure:	Wednesday, September 07, 2016 to Friday, September 09, 2016 (both days inclusive)
(v) Dividend Payment Date	Final dividend to be paid on or after September 09, 2016 subject to the approval of shareholders in the Annual General Meeting.
(vi) Listing on Stock Exchanges:	The shares of the Company are listed on Bombay Stock Exchange Limited (BSE), Mumbai, National Stock Exchange of India Limited (NSE), Mumbai, Calcutta Stock Exchange Limited (CSE), Kolkata The Annual Listing fee for Financial Year 2016-17 has been paid.
(vii) Stock Code/ Symbol **ISIN (International Securities Identification Number):**	BSE 532339 NSE Symbol: COMPUSOFT 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 risks 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 controls for the effective management of the Company's risks that arise due to Government 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, 1st Floor, Okhla Industrial Area, Phase-1 New Delhi - 110020, India, Ph. : +91-11-41406149, Fax : +91-11-41709881, E-mail:admin@mcsdel.com
(xi) Share Transfer System	The Company has appointed a common Registrar for the physical share transfer and dematerialization of shares. The shares lodged for the physical transfer/ transmission/transposition are registered normally within a period of fortnight, if the documents are complete in all respects. The Company obtains half yearly certificate of compliance with share transfer formalities as required under Regulation 40 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	97.69% of the paid-up capital is held in dematerialized form and are frequently traded.
(xiv) Address for Correspondence	The shareholders may address their communication/ suggestions/grievances /queries relating to shares of the Company to the Company Secretary Compucom Software Limited IT 14-15, EPIP, Sitapura, Jaipur- 302022 (Rajasthan) Tel No.:0141-5115908 Email: investor@compucom.co.in
(xv) Registered Office	IT 14-15, EPIP, Sitapura, Jaipur- 302022 (Rajasthan)

(xvi) Unclaimed Dividend

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

DETAILS OF UNCLAIMED DIVIDEND AS ON March 31, 2016

Financial Year	Date of Declaration of Dividend	Total Dividend (Rs.)	Unclaimed Dividend (Rs.)	Due for transfer to IEPF
2008-09(Final)	Sep-2009	50,25,000.00	1,89,812.80	October, 2016
2009-10(Interim)	21-May-2010	10,050,000.00	91194.00	June, 2017
2010-11(Final)	9-Sep-2011	23,737,556.40	175198.50	October, 2018
2011-12(Final)	18-Sep-2012	23,737,556.40	214754.70	October, 2019
2012-13(Final)	19-Sep-2013	31,650,075.20	343547.20	October,2020
2013-14(Final)	27-Aug-2014	31,650,075.20	388550.80	September, 2021
2014-15(Final)	24-Sep-2015	7912518.80	89070.00	October, 2022
Total Unclaimed Amount			14,92,128.00	

9. CODE FOR PREVENTION OF INSIDER TRADING:

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

10. CEO/ CFO CERTIFICATION:

As required by Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the CEO/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 2015-16:-

	BSE			NSE	
Month	Market Price (Rs.)		Month	Market Price (Rs.)	
	High	Low		High	Low
Apr-15	11.50	9.25	Apr-15	10.35	9.8
May-15	10.8	9.05	May-15	10.15	8.65
Jun-15	9.9	8.03	Jun-15	9.3	8.4
Jul-15	10	8.05	Jul-15	9.5	9.15
Aug-15	9.4	7.11	Aug-15	11.85	11.35
Sep-15	9.18	7.55	Sep-15	12.85	12
Oct-15	10	7.86	Oct-15	11.85	11.15
Nov-15	12.50	8.71	Nov-15	11.80	11.25
Dec-15	14.46	11.4	Dec-15	13.50	12.10
Jan-16	12.85	9.32	Jan-16	10.75	10.00
Feb-16	11	7.91	Feb-16	9.00	8.30
Mar-16	10.46	8.81	Mar-16	9.70	9.30

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, 2016 & National Stock Exchange.

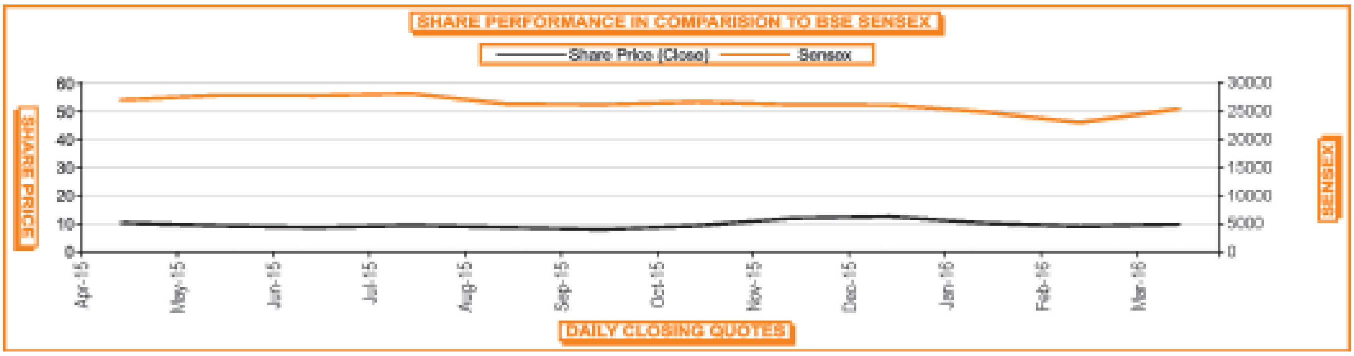


Figure 1

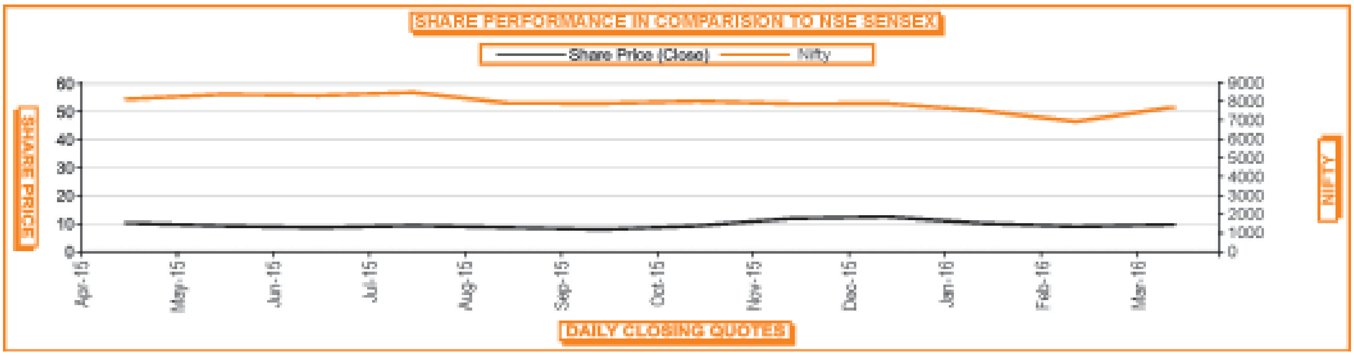


Figure 2

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

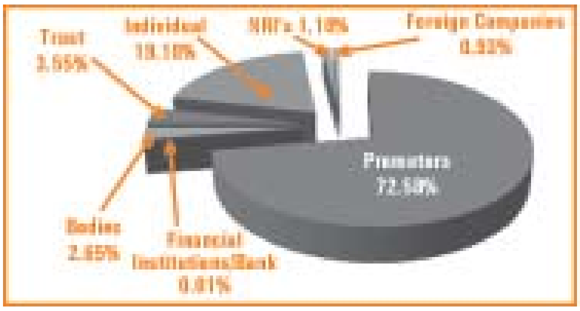
Table I- Distribution Schedule as on March 31, 2016

Range -No. of Shares	No. of Shares held	No. of Folios	% Shares	% Holders
Up to 500	946580	4512	1.2	50.13
501-1000	1182351	1396	1.49	15.51
1001-2000	2524159	1643	3.19	18.26
2001-3000	1304740	478	1.65	5.31
3001-4000	609668	167	0.77	1.86
4001-5000	965483	206	1.22	2.29
5001-10,000	2442285	331	3.09	3.68
10001-50,000	4198902	216	5.31	2.4
50,001-1,00,000	1766562	25	2.23	0.28
Above 1,00,000	63184458	26	79.85	0.29
Total	**79125188**	**9000**	**100.00**	**100.00**

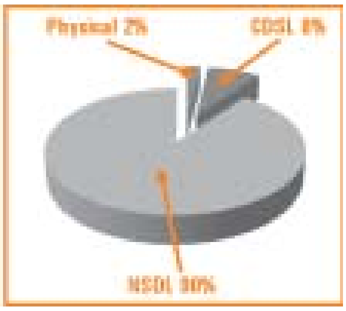
Table II- Shareholding pattern as on March 31, 2016

Particulars	No of shares	% of Shares
Promoter	57425176	72.58
Individuals	15179394	19.18
Body Corporate	2094762	2.65
Trust	2807829	3.55
Financial Institutions/Bank	10500	0.01
NRIs	872527	1.1
Foreign Companies	735000	0.93
Total Shareholding	**79125188**	100.00

Share Holding Pattern as on March 31, 2016



Dematerialization of Shares



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

We hereby declare that all the Directors and the designated employees in the Senior Management of the Company have affirmed compliance with their respective codes for the Financial Year ended March 31, 2016 and the code is available on website of the Company www.compucom.co.in We confirm that the Company has in respect of the year ended March 31, 2016, received from the senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For and on behalf of the Board

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN:- 00341082

Jaipur
August 03, 2016

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members,
Compucom Software Limited

We have examined the records with respect to the compliance of Corporate Governance by **COMPUCOM SOFTWARE LIMITED**, for the year ended on March 31, 2016, 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
S.MISRA & ASSOCIATES
Chartered Accountants
FRN-004972C

CA. SACHINDRA MISRA
Partners
Membership No.-073776
Place: - Jaipur
Date: -August 3, 2016

COMPLIANCE CERTIFICATE

Ref: Regulation 17(8) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015

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

We, Surendra Kumar Surana, Managing Director & 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, 2016 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, 2016 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)

sd/-
Sanjeev Nigam
Chief Financial Officer

Date: August 3, 2016
Place: Jaipur

Independent Auditor's Report

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

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **M/s. Compucom Software Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

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

Opinion

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

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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 Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;

   d. In our opinion the aforesaid standalone financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   e. On the basis of the written representations received from the Directors as on March 31, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015 from being appointed as a Director in terms of section 164(2) of the Companies Act, 2013

   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**; and

   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, in our opinion and to the best of our information and according to the explanations given to us:

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

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

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund. 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 25, 2016

'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, 2016 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:** The Company does not have any inventory, therefore, provisions of clause (ii) of paragraph 3 of the order are not applicable.

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

iv. **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, with respect to the loans and investments made.

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

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

vii. **Statutory Dues**:-

a) Undisputed Statutory Dues: According to the information and explanations 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.

(a) Disputed statutory dues: Details of statutory dues which have not been deposited as at March 31, 2016 on account of disputes are given below:

Nature of dues	Period to which the amount relates	Forum where the Dispute is pending	Amount (Rs.)
Income Tax	A.Y. 2007-08	Asstt. Commissioner of Income Tax, Circle-6	4,30,247/-
Income Tax	A.Y. 2007-08	Commissioner of Income Tax (Appeals)	2,880,228/-
Income Tax	A.Y. 2009-10	Asstt. Commissioner of Income Tax, Circle-6	25,17,091/-
Income Tax	A.Y. 2010-11	Asstt. Commissioner of Income Tax, Circle-6	32,04,680/-
Income Tax	A.Y. 2011-12	Asstt. Commissioner of Income Tax, Circle-6	66,92,810/-
Income Tax	A.Y. 2012-13	Commissioner of Income Tax (Appeals)	1,61,87,671/-
Income Tax	A.Y. 2013-14	Commissioner of Income Tax (Appeals)	11,91,910/-
Service Tax	April 01, 2005 to March 31, 2010	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 2,24,71,199/- Penalty - 2,24,71,199/-
Service Tax	April 01, 2005 to March 31, 2009	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 2,69,86,650/- Penalty - 2,69,86,650/-
Service Tax	Oct. 2011 to March 2013	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 67,75,356/- Penalty u/s 76- Maximum to Rs. 67,75,356/- Penalty 77(2)- Rs. 10,000/-
Service Tax	April 01, 2008 to March 31, 2011	Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi	Service Tax - 1,24,52,639/- Penalty - 1,24,52,639/-

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 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.

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

xiv. **Non cash Transactions with Directors and connected persons with them:-**
According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with him, therefore provisions of clause (xv) of paragraph 3 of the order are not applicable.

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

For S. MISRA & ASSOCIATES
Chartered Accountants
FRN 004972C

CA. SACHINDRA MISRA
Partner
Membership No. 073776
Place: Jaipur
Date: May 25, 2016

'Annexure B' to the 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 financial statements for the year ended March 31, 2016 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 31 March 2016 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 31 March 2016, 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 25, 2016

BALANCE SHEET AS AT MARCH 31, 2016

(in Rs.)

	Note No.	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
A. Shareholders' funds			
(i) Share Capital	1	158,250,376	158,250,376
(ii) Reserves and Surplus	2	1,074,393,556	1,014,289,444
B. Non-Current Liabilities			
(i) Long-Term Borrowings	3	63,801,883	147,371,258
(ii) Deferred Tax Liabilities (Net)		-	9,128,236
(iii) Other Long Term Liabilities	4	63,025,090	63,235,462
(iv) Long-Term Provisions	5	6,162,642	6,223,726
C. Current Liabilities			
(i) Short-Term Borrowings	6	80,307,414	70,465,068
(ii) Trade Payables		12,020,898	14,488,721
(iii) Other Current Liabilities	7	147,807,922	188,826,774
(iv) Short-Term Provisions	8	157,967,968	150,123,868
TOTAL		**1,763,737,749**	**1,822,402,933**
ASSETS			
A. Non-Current Assets			
(i) Fixed Assets	9		
(a) Tangible Assets		465,604,623	599,358,225
(b) Intangible Assets		-	21,294
(ii) Non-Current Investments	10	90,961,820	91,017,992
(iii) Deferred Tax Assets (Net)		10,083,720	-
(iv) Long-Term Loans and Advances	11	35,378,507	35,943,579
(v) Other Non-Current Assets	12	89,553,958	91,380,963
B. Current Assets			
(i) Trade Receivables	13	644,351,154	615,499,392
(ii) Cash and Bank Balances	14	287,890,628	264,946,835
(iii) Short-Term Loans and Advances	15	139,913,339	124,234,652
TOTAL		**1,763,737,749**	**1,822,402,933**

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 1 to 21

The notes attached form an integral part of Balance Sheet

As per our report of even date

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776
Jaipur
May 25, 2016

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2016

(in Rs.)

	Note No.	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
Revenue from Operations	16	557,636,560	525,116,790
Other Income	17	18,519,379	26,790,892
TOTAL REVENUE		**576,155,939**	**551,907,682**
Learning Solution Execution Expenses		117,407,447	101,849,827
Employee Benefits Expenses	18	44,541,492	43,458,291
Finance Costs	19	34,286,921	49,540,589
Other Expenses	20	124,999,966	112,301,445
Depreciation and Amortization Expenses		145,606,859	142,755,446
TOTAL EXPENSES		**466,842,684**	**449,905,598**
Profit before exceptional and extraordinary items and tax		**109,313,254**	**102,002,084**
Exceptional Items		7,812,956	23,126,552
Profit before tax		**101,500,298**	**78,875,532**
Tax Expenses:			
(1) For Current tax		51,156,000	16,091,000
(2) For Deferred tax		(19,211,956)	7,453,663
(3) For Earlier Years		(115,991)	(529,439)
Profit (Loss) for the period from Continuing Operations		**69,672,245**	**55,860,308**
Profit/(loss) from Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
Profit/(Loss) from Discontinuing Operations (after tax)		-	-
Profit/(Loss) for the year		**69,672,245**	**55,860,308**
Earnings Per Equity Share			
(1) Basic		**0.88**	**0.71**
(2) Diluted		**0.88**	**0.71**

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 1 to 21

The notes attached form an integral part of Balance Sheet

As per our report of even date

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776
Jaipur
May 25, 2016

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(in Rs.)

	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
Cash Flow from Operating Activities		
Profit BeforeTax	101,500,298	78,875,532
Interest Income	(17,391,476)	(23,891,240)
Depreciation	145,606,859	142,755,446
Provision for Gratuity	42,625	2,586,622
Provision for Diminution in value of Investments	56,172	(53,439)
Loss on assets sold, demolished, discarded and scraped	68,969	43,234
Profit on assets sold, demolished, discarded and scraped	(33,436)	-
Operating Profit before Working Capital Changes	229,850,011	200,316,155
Decrease/(Increase) in Trade Receivables (Current and Non-Current)	(28,710,066)	(11,384,142)
Decrease/(Increase) in Loans and Advances (Current and Non-Current)	(15,113,614)	(38,001,786)
Decrease/(Increase) in Other Current & Non-Current Assets	1,685,309	-
Increase/(Decrease) in Current & Non-Current Liabilities	(56,214,863)	(101,072,447)
Cash Generated from Operations	131,496,777	49,857,779
Income Tax Paid	(20,975,009)	(34,908,061)
Net Cash Flow from Operations	**110,521,768**	**14,949,718**
Cash Flow from Investing Activities		
Interest Income	17,391,476	23,891,240
Purchase of Fixed Assets	(12,032,496)	(13,393,475)
Sale of Fixed Assets	165,000	-
(Investment)/sale in Shares, Mutual funds and NSC	-	(73,500)
Increase / Decrease in unpaid dividend a/c & FDRs having maturity more than 3 months	21,093,753	101,343,511
Net Cash flow From Investing Activities	**26,617,733**	**111,767,776**
Cash Flows from Financing Activities		
(Decrease)/Increase in Loan Funds	(83,569,374)	(54,121,567)
Dividend Paid (Including Dividend Tax)	(9,532,581)	(37,029,005)
Net Cash Flow From Financing Activities	**(93,101,955)**	**(91,150,572)**
Total Increase/(Decrease) in Cash and Cash Equivalents	44,037,546	35,566,922
Cash and Cash Equivalents at the beginning of the year	**85,617,630**	50,050,708
Cash and Cash Equivalents at the end of the year	**129,655,176**	**85,617,630**

As per our report of even date.

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776
Jaipur
May 25, 2016

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

NOTES TO BALANCE SHEET AS AT MARCH 31, 2016

NOTE 1

(In Rs.)

Share Capital :	As at March 31, 2016	As at March 31, 2015
Authorised Capital:		
100,000,000 Equity Shares of Rs. 2/- each	200,000,000	200,000,000
Issued , Subscribed & Paid up Capital:		
79,125,188 Equity Shares of Rs. 2/- each fully paid up	158,250,376	158,250,376
Total	**158,250,376**	**158,250,376**

NOTE 1A

Reconciliation of shares	As at March 31, 2016		As at March 31, 2015	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Shares outstanding at the beginning of the year	79,125,188	158,250,376	79,125,188	158,250,376
Add: Shares Issued during the year	-	-	-	-
Add: Bonus issue during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**79,125,188**	**158,250,376**	**79,125,188**	**158,250,376**

NOTE 1B

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

Sr. No.	Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Rishab Infotech Private Limited	18,468,650	23.34%	18,468,650	23.34%
2	Sambhav Infotech Private Limited	19,897,444	25.15%	19,897,444	25.15%
3	Compucom Technologies Private Limited	16,025,616	20.25%	16,198,858	20.47%

NOTE 1C

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

	No. of Shares as at	
	March 31, 2016	March 31, 2015
Shares out of issued, subscribed and paid up share capital issued by way of bonus shares	-	25,125,188

1) The Company has only one class of equity shares having par value of Rs. 2 per share. Each shareholder is entitled to one vote per share.
2) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. Company doesn't have any preferential amounts in the Balance Sheet.
3) The Board of Directors, in their meeting on May 25, 2016, proposed dividend @ 5% per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended on March 31, 2016 amounted to Rs. 0.96 crore including corporate dividend tax of Rs. 0.17 crore.

NOTE 2

(In Rs.)

Reserves & Surplus	As at March 31, 2016	As at March 31, 2015
(a) Capital Reserves		
Opening Balance	20,921,575	20,921,575
Add: Transfer during Current Year	-	-
Add: Forfeiture of Warrant Application money	-	-
Less: Written Back during Current Year	-	-
Closing Balance	**20,921,575**	**20,921,575**

(In Rs.)

	As at March 31, 2016	As at March 31, 2015
(b) Securities Premium Account		
Opening Balance	135,296,524	135,296,524
Add : Securities premium credited on Issue of Shares	-	-
Less : Premium Utilised for issuing Bonus Shares	-	-
Closing Balance	**135,296,524**	**135,296,524**
(c) Other Reserves		
Opening Balance	148,478,516	151,903,450
Add: Transfer during Current Year	-	-
Less: Written Back during Current Year	-	-
Less: Adjustments during the year	-	3,424,934
Closing Balance	**148,478,516**	**148,478,516**
(d) Surplus		
Opening balance	709,592,829	663,265,102
Add: Net Profit/(Loss) for the year	69,672,245	55,860,308
Add: Transfer from Reserves	-	-
Less: Proposed Dividends	9,568,134	9,532,581
Less: Transfer to Reserves	-	-
Closing Balance	**769,696,941**	**709,592,829**
Total (a+b+c+d)	**1,074,393,556**	**1,014,289,444**

NOTE 3

Long Term Borrowings

Secured Loans		
Term loans		
from other parties	63,801,883	147,371,258
(Secured against Hypothecation of Equipment Financed)		
Total	**63,801,883**	**147,371,258**

NOTE 3A

Maturity Profile of term loans are set out below:-

	Maturity Profile 1-3 years
Term loan from other parties	63,801,883

NOTE 4

Other Long Term Liabilities

EMD/ SD from Vendors	4,952,484	5,162,856
Greater Noida Export Promotion Industrial Park	369,239	369,239
Trade Payables	57,703,367	57,703,367
Total	**63,025,090**	**63,235,462**

NOTE 5

Long Term Provisions

Provision for employees benefits		
Gratuity	6,162,642	6,223,726
Total	**6,162,642**	**6,223,726**

(In Rs.)

	As at March 31, 2016	As at March 31, 2015
NOTE 6		
Short Term Borrowings		
Secured		
(a) Loans repayable on demand		
Overdraft from banks	80,307,414	69,579,001
(Secured By Land & Building situated at IT 14-15, Sitapura, Jaipur and secured by FDR)		
Current Accounts	-	886,067
Total (a+b)	**80,307,414**	**70,465,068**
NOTE 7		
Other Current Liabilities		
Current maturities of Long-Term debts	83,506,944	87,793,771
Income received in advance	53,454,062	89,150,806
Unpaid dividends	1,501,911	1,404,688
Interest accrued and but not due on borrowings	1,936,899	2,930,390
Other payables		
Provision for Expenses	2,443,756	1,921,471
Government Dues Payable	4,964,350	5,625,649
Total	**147,807,922**	**188,826,774**
NOTE 8		
Short Term Provisions		
(a) Provision for employees benefits		
Salary & Allowances	3,059,522	2,803,017
Gratuity	311,630	207,921
(b) Others		
Proposed Dividend	7,912,519	7,912,519
Dividend Tax	1,655,615	1,620,062
Provision for Income Tax	43,156,000	13,091,000
Provision for Projects Execution Expense	101,872,682	124,489,349
Total (a+b)	**157,967,968**	**150,123,868**

NOTE 9

DEPERECIATION AS PER COMPANIES ACT, 2013 FOR THE PERIOD ENDED ON MARCH 31, 2016

(in Rs.)

FIXED ASSETS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	As at April 1, 2015	Additions	Disposals	Revaluations (Impairments)	As at March 31, 2016	As at April 1, 2015	Depreciation Charged for the year	Adjustments Due to Revaluations	On Disposals	As at March 31, 2016	As at March 31, 2016	As at April 1, 2015
A. TANGIBLE ASSET												
Land	12,909,255				12,909,255	-	-	-	-	-	12,909,255	12,909,255
Buildings	25,839,372				25,839,372	6,161,633	407,759	-	-	6,569,393	19,269,978	19,677,739
Assets under lease	5,505,132				5,505,132	1,271,607	87,785	-	-	1,359,392	4,145,740	4,233,525
Plant and Equipment	1,502,243,575	10,905,482			1,513,149,057	1,098,916,013	119,616,145	-	-	1,218,532,158	294,616,899	403,327,562
Furniture and Fixtures	131,863,406				131,863,406	75,557,303	16,878,378	-	-	92,435,681	39,427,725	56,306,103
Vehicles	7,671,736	1,127,014	614,085		8,184,665	5,217,884	1,031,460	-	434,848	5,814,495	2,370,170	2,453,852
Power Plants	170,825,200				170,825,200	70,375,011	7,585,333	-	-	77,960,343	92,864,857	100,450,189
Total (A)	**1,856,857,676**	**12,032,496**	**614,085**	**-**	**1,868,276,087**	**1,257,499,451**	**145,606,859**	**-**	**434,848**	**1,402,671,463**	**465,604,623**	**599,358,225**
B. INTANGIBLE ASSET												
Computer software	16,920,840	-	-	-	16,920,840	16,920,840	-	-	-	16,920,840	-	-
Marketing Rights	8,020,826	-	-	-	8,020,826	8,020,826	-	-	-	8,020,826	-	-
Hologram	24,200		24,200	-	-	2,904		-	2,904	-	-	21,296
Total (B)	**24,965,866**	**-**	**24,200**	**-**	**24,941,666**	**24,944,570**	**-**	**-**	**2,904**	**24,941,666**	**-**	**21,294**
GRAND TOTAL (A+B)	**1,881,823,542**	**12,032,496**	**638,285**	**-**	**1,893,217,753**	**1,282,444,021**	**145,606,859**	**-**	**437,752**	**1,427,613,129**	**465,604,623**	**599,379,519**

Note 10

(in Rs.)

Non-Current Investments	As at March 31, 2016	As at March 31, 2015
Details of Investment		
Trade Investments (Refer A below)		
Investment in Equity instruments	261,813	261,813
Investments in Mutual Funds	600,000	600,000
Total (a)	**861,813**	**861,813**
Other Investments (Refer B below)		
Investment in Equity instruments	89,424,400	89,424,400
Investments in Government or Trust securities	1,065,500	1,065,500
Total (b)	**90,489,900**	**90,489,900**
Grand Total (a + b)	**91,351,713**	**91,351,713**
Less : Provision for diminution in the value of Investments	389,893	333,721
TOTAL	**90,961,820**	**91,017,992**
Aggregate amount of quoted investments (Market value of Rs 4,76,356)	676,426	676,426
Aggregate amount of unquoted investments	185,387	185,387

A.	Details of Trade Investments											
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2016	As at March 31, 2015			As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015		
(a)	**Investment in Equity Instruments**											
1	Apple Finance Ltd	Others	100	100	Quoted	Fully paid	Less Than 1%		1,944	1,944	Yes	
2	Birla Power Solutions Ltd	Others	1,200	1,200	Quoted	Fully paid	Less Than 1%		2,625	2,625	Yes	
3	Datapro Information Tech	Others	100	100	Quoted	Fully paid	Less Than 1%		365	365	Yes	
4	Hmt Ltd	Others	100	100	Quoted	Fully paid	Less Than 1%		1,235	1,235	Yes	
5	Autopal Industries Ltd.	Others	100	100	Quoted	Fully paid	Less Than 1%		2,151	2,151	Yes	
6	Jenson & Nicholson India Ltd.	Others	50	50	Quoted	Fully paid	Less Than 1%		2,172	2,172	Yes	
7	Atv Projects India Ltd	Others	1,700	1,700	Quoted	Fully paid	Less Than 1%		12,330	12,330	Yes	
8	Fedral Bank	Others	100	100	Quoted	Fully paid	Less Than 1%		3,476	3,476	Yes	
9	Lok Housing	Others	100	100	Quoted	Fully paid	Less Than 1%		19,180	19,180	Yes	
10	Uniworth International Ltd	Others	900	900	Quoted	Fully paid	Less Than 1%		8,865	8,865	Yes	
11	Dunlop India Ltd.	Others	100	100	Quoted	Fully paid	Less Than 1%		2,677	2,677	Yes	
12	Denso India	Others	100	100	Quoted	Fully paid	Less Than 1%		2,060	2,060	Yes	
13	Rpg Life Sciences	Others	50	50	Quoted	Fully paid	Less Than 1%		4,380	4,380	Yes	
14	Spice Mobile Ltd	Others	200	200	Quoted	Fully paid	Less Than 1%		1,220	1,220	Yes	
15	Oswal Agro Mills Ltd	Others	300	300	Quoted	Fully paid	Less Than 1%		2,325	2,325	Yes	
16	Rhodia Speciality Chemicals India Ltd	Others	50	50	Quoted	Fully paid	Less Than 1%		9,420	9,420	Yes	
17	Alpine Industries Ltd.	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		7,275	7,275	Yes	
18	Atlos Ltd.	Others	400	400	Un-Quoted	Fully paid	Less Than 1%		11,969	11,969	Yes	
19	Amrut Ltd.	Others	1,000	1,000	Un-Quoted	Fully paid	Less Than 1%		15,200	15,200	Yes	
20	BPL Refrigirator	Others	300	300	Un-Quoted	Fully paid	Less Than 1%		4,025	4,025	Yes	
21	Bpl Sanyo Tech	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		1,315	1,315	Yes	
22	Compulearn	Others	4,550	4,550	Un-Quoted	Fully paid	Less Than 1%		25,888	25,888	Yes	
23	CRB Caps	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		3,283	3,283	Yes	
24	Data Lines & Research	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		1,250	1,250	Yes	
25	Elbee	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		9,595	9,595	Yes	
26	G.R.Market	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		875	875	Yes	
27	Hind Devlop	Others	1,500	1,500	Un-Quoted	Fully paid	Less Than 1%		20,682	20,682	Yes	
28	Hind Power Plus	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		7,052	7,052	Yes	
29	Ifb Venture	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		415	415	Yes	
30	Iggi Resorts	Others	1,000	1,000	Un-Quoted	Fully paid	Less Than 1%		13,090	13,090	Yes	
31	Master Plus	Others	1,300	1,300	Un-Quoted	Fully paid	Less Than 1%		18,130	18,130	Yes	
32	Modi Xerox Ltd.	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		4,836	4,836	Yes	
33	Orkay Ind.	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		2,700	2,700	Yes	
34	Paam Pharma	Others	300	300	Un-Quoted	Fully paid	Less Than 1%		3,240	3,240	Yes	

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2016	As at March 31, 2015			As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015		
35	Palpeugaut	Others	500	500	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	3,525	3,525	Yes	
36	Pcl Ltd.	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	2,515	2,515	Yes	
37	Pru Cap Market	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	1,667	1,667	Yes	
38	Pansumi India	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	470	470	Yes	
39	Raj Trustee Co	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	10,000	10,000	Yes	
40	Sanghi Polyster	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	640	640	Yes	
41	South Shipping	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	5,505	5,505	Yes	
42	Standard Batt	Others	200	200	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	2,530	2,530	Yes	
43	Usha India	Others	400	400	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	4,560	4,560	Yes	
44	Wool Worth	Others	100	100	Un-Quoted	Fully paid	Less Than 1%	Less Than 1%	3,156	3,156	Yes	
									261,813	**261,813**		
(b)	**Investments in Mutual Funds**											
1	Baroda Pioneer Fund	Others	50,000	50,000	Quoted	Fully Paid	Less Than 1%	Less Than 1%	500,000	500,000	Yes	
2	Reliance Liquid Fund - T.P.	Others	71	71	Quoted	Fully Paid	Less Than 1%	Less Than 1%	100,000	100,000	Yes	
									600,000	**600,000**		
	Total								**861,813**	**861,813**		

B. Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2016	As at March 31, 2015			As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015		
(a)	**Investment in Equity Instruments**											
	IT Neer Inc.(USA)	Subsidiary	1,000,000	1,000,000	Unquoted	Fully paid	100%	100%	43,924,400	43,924,400	Yes	
	CSL Infomedia Pvt. Ltd.	Subsidiary	4,550,000	4,550,000	Unquoted	Fully paid	65%	65%	45,500,000	45,500,000	Yes	
(b)	**Investments in Government or Trust securities**											
	NSC in Post office	Others	-	-	-	-	-	-	1,065,500	1,065,500	Yes	
	Total								**90,489,900**	**90,489,900**		

(In Rs.)

	As at March 31, 2016	As at March 31, 2015
NOTE 11		
Long Term Loans and Advances		
(a) Security Deposits		
Unsecured, considered good	9,358,627	9,474,793
Total (a)	9,358,627	9,474,793
(b) Other loans and advances		
Unsecured, considered good		
Withholding Income Tax and others	26,019,880	26,468,786
Total (b)	26,019,880	26,468,786
Total (a+b)	**35,378,507**	**35,943,579**
NOTE 12		
Other Non-Current Assets		
Others		
Unsecured, considered good		
-Transline business solutions	833,256	833,256
- CPS Tool Kit	-	1,685,309
-Trade Receivable	88,720,702	88,862,398
Total	**89,553,958**	**91,380,963**
NOTE 13		
Trade Receivables		
Trade receivables outstanding for a period less than six months:		
Secured, considered good	-	-
Unsecured, considered good	214,969,786	160,372,467
Unsecured, considered doubtful	-	-
	214,969,786	160,372,467
Trade receivables outstanding for a period exceeding six months:		
Secured, considered good	-	-
Unsecured, considered good	429,381,369	455,126,926
Unsecured, considered doubtful	-	-
	429,381,369	455,126,926
Less: Advances from debtors	-	-
Total	**644,351,154**	**615,499,392**
NOTE 14		
Cash and Bank Balances		
a. Cash and Cash Equivalents		
a. Balances with banks including FDRs having maturity less than 3 months	110,869,974	84,996,545
b. Cheques, drafts on hand	18,609,639	34,422
c. Cash on hand	175,564	586,663
Total (a)	129,655,176	85,617,630
b. Other Bank balances		
a. Unpaid dividend a/c	1,501,911	1,404,688
b. FDR's with Bank having maturity more than 3 months	156,733,540	177,924,517
Total (b)	158,235,451	179,329,205
Total (a+b)	**287,890,628**	**264,946,835**

(In Rs.)

	As at March 31, 2016	As at March 31, 2015
NOTE 14A		
A. Bank deposits with more than 12 months maturity from the date of Balance Sheet	-	32,687,157
B. Above stated cash and bank balances include FDRs of Rs. 10.01 Crore which are under bank's lien against bank guarantee issued by bank on behalf of the Company.		
NOTE 15		
Short-Term Loans and Advances		
a. Loans and advances to related parties		
Unsecured, considered good	-	-
Total (a)	-	-
b. Others (specify nature)		
Unsecured, considered good		
For Supply of Goods and Services	677,439	1,386,155
Interest accrued but not due	2,771,162	3,507,832
Advance Income Tax	66,812,619	54,283,684
Prepaid Expenses	4,468,679	4,921,937
Accrued Income	64,666,215	59,035,841
Advances to Employees- Salary Advance	517,225	1,099,203
Total (b)	139,913,339	124,234,652
Total (a+b)	**139,913,339**	**124,234,652**

NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2016

NOTE 16		
Revenue From Operations	**For the Year Ended on March 31, 2016**	**For the Year Ended on March 31, 2015**
Sale of products (Wind Power Generation)	17,586,961	18,923,003
Sale of services	540,049,599	506,193,787
Total	**557,636,560**	**525,116,790**
NOTE 17		
Other Income		
Interest Income	17,391,476	25,576,508
Other Non-Operating Income	1,127,903	1,214,384
Total	**18,519,379**	**26,790,892**
NOTE 18		
Employees Benefit Expenses		
Salary and Allowances	37,053,015	34,931,337
Contributions to Provident fund and ESI	7,295,785	5,817,780
Contributions to Gratuity fund	180,692	2,586,622
Staff welfare Expenditures	12,000	122,552
Total	**44,541,492**	**43,458,291**
NOTE 19		
Finance costs		
Interest Expense	29,387,096	44,934,776
B.G. Commission & Bank Charges	4,899,825	4,605,813
Total	**34,286,921**	**49,540,589**

(In Rs.)

	For the Year Ended on March 31, 2016	For the Year Ended on March 31, 2015
NOTE 20		
Other Expenditures		
Advertisement and Publicity Expenditures	547,372	903,332
Auditor's Remuneration		
- For Statutory Audit & Tax Audit	226,048	220,200
- For Taxation Matters	56,512	51,300
Bad Debts Written off	95,501,211	75,507,724
Communication Expenditures	1,333,242	1,022,723
Director's Sitting Fees	192,366	137,762
Donations	3,000,000	4,721,000
Insurance Expenditures	1,085,596	1,598,225
Office & General Expenditures	3,156,449	1,596,177
Printing and Stationary	709,269	575,656
Rent and Facility Support	861,332	684,280
Corporate Social Responsibility Expenditures	2,456,706	2,245,532
Repair and Maintenance Expenditures	2,797,200	2,315,545
Operation and Maintenance (Wind Power)	3,444,413	2,828,163
Vehicle Running and Maintenance	1,108,666	2,070,670
Traveling and Conveyance Expenditures	3,811,648	2,478,969
Water and Electricity Expenditures	2,375,187	2,327,237
Legal and Professional Expenditures	1,804,225	2,496,438
Interest on Taxes	38,368	94,735
Diminution in the value of investment	56,172	(53,439)
Project Execution Expenditures (JVVNL)	-	5,254,296
Software	437,984	2,035,749
Project Execution Expenditures (LDMS)	-	1,189,171
Total	**124,999,966**	**112,301,445**

NOTE 21

SIGNIFICANT ACCOUNTING POLICIES:

A. **Basis of preparation of Financial Statements:** The financial statements have been prepared on accrual basis under the historical cost convention, in conformity with all material aspects with the generally accepted accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the requirements of the Companies Act, 2013.

B. **Use of Estimates:** The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. **Revenue Recognition:** Revenue from time and material contracts for software development is recognized on completion of contracts or at stages as per the applicable terms and conditions agreed with the customers and when the deliverables are delivered to customers.

In case of Fixed Price Contracts, revenue is recognized on milestones achieved as specified in the contracts on the proportionate completion method on the basis of work completed. When there is uncertainty about the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

In case of Wind Power Division the revenue is booked as and when right to receive the revenue is established.

Interest on deployment of surplus funds is recognized over the period of deployment using interest rate implicit in the transaction. .

D. **Fixed Assets and Depreciation:** Fixed Assets are stated at cost less accumulated depreciation. Cost includes all expenses related to acquisition and installation of the concerned assets and any attributable cost of bringing the asset to the condition of its intended use. Direct financing cost incurred during the construction period on major projects is also capitalized. Exchange differences on repayment and year-end translation of foreign currency liabilities relating to acquisition of fixed assets are adjusted to the carrying cost of the respective assets. Fixed Assets purchased for a fixed duration projects are depreciated equally over the respective projects life.

Pursuant to applicability of Companies Act, 2013 for accounting period commencing after April 1, 2014, the Company has provided for the depreciation based on the useful life of the assets as prescribed in the schedule II of the Companies Act, 2013(except for those used for specific period projects on which the depreciation has been provided over the life of project).

E. **Foreign Currency Transactions:** Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. Exchange gains/losses are recognized in the Statement of Profit and Loss except in respect of liabilities incurred to acquire fixed assets in which case, they are adjusted to the carrying amount of such fixed assets.

F. **Investments:** Non-Current investments are carried at cost. Current investments intended to be held for less than one year are stated at the lower of cost and market value and the resultant decline, if any, is charged to revenue and the carrying amount of investments is reduced to that extent. Investment in subsidiary companies is accounted on cost method.

G. **Retirement Benefits:** The Company provides retirement / post-retirement benefits in the form of gratuity. Such benefits are provided for based on valuations as on the date of balance sheet.

H. **Borrowing Costs:** Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

I. **Segment Reporting:** Identifiable revenues and expenses of each segment are directly attributed to the segment while non-identifiable expenses are allocated on the basis revenue earned in undertaking.

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

K. **Provision and contingent liabilities:** A Provision is recognized if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimates of the outflow of the economic benefits required to settle the obligation at the reporting date. Where no reliable estimates can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Notes on Accounts

1. Contingent liabilities:

i. Bank Guarantees outstanding Rs. 33,60,47,173/- (Previous year Rs. 33,88,09,016/-) Counter Guarantee given by the Company of Rs 33,60,47,173/- (Previous year Rs. 33,88,09,016/-).

ii. During the F.Y. 2013-14, Company has received an order from The Commissioner, Central Excise, Jaipur for deposition of Service Tax liability of Rs. 2,69,86,650/- and penalty of Rs.2,69,86,650/-. Against this order an appeal has been filed before, The Custom, Excise, Service Tax Appellate Tribunal, New Delhi (CESTAT). The Company has been granted stay by the CESTAT to deposit the demand. The decision for the same is still pending.

iii. During the F.Y. 2011-12, Company has received an order from The Commissioner, Central Excise, Jaipur-I for deposition of Service Tax liability of Rs. 2,24,71,199/- and penalty of Rs. 2,24,71,199/-. Against this order an appeal has been filed before, The Custom, Excise, Service Tax Appellate Tribunal, New Delhi (CESTAT). The Company has been granted stay by the CESTAT to deposit the demand. The decision for the same is still pending.

iv. The Company has received an order u/s 143(3) of Income Tax Act, 1961 for the A.Y. 2012-13 raising a demand of Rs. 3,19,17,890/- out of which an amount of Rs. 1,57,30,219/- has been adjusted by the department against the refund receivable for the A.Y. 2013-14. The Company has gone into appeal before Commissioner of Income Tax (Appeals), the same is still pending.

v. The Company has received an order u/s 143(3) of The Income Tax Act, 1961for the A.Y. 2006-07 raising a demand of Rs. 6,36,740/-. Against this order Company has gone into appeal before Commissioner of Income Tax (Appeals). The amount of said demand has been deposited. The decision of the same is still pending.

vi. The Company has received an order u/s 154 of The Income Tax Act, 1961 for the A.Y. 2009-10 raising a demand of Rs. 72,44,000/-. The said demand was due to some additions made in the income for that assessment year and mismatch of TDS claimed by the Company and TDS shown in Form 26AS for the relevant assessment year. Demand pertaining to the additions made in the income has been deposited by the Company and an application u/s 154 has already been filed for mismatch of TDS. The same is still pending.

vii. The Company has received an order u/s 143(3) of The Income Tax Act, 1961 for the A.Y. 2010-11 raising a demand of Rs. 32,04,680/-. The said demand was due to the mismatch of TDS claimed by the Company and TDS shown in Form 26AS for the relevant assessment year. An application u/s 154 has been filed for mismatch of TDS. The same is still pending.

viii. The Company has received an order u/s 143(3) of The Income Tax Act, 1961 for the A.Y. 2011-12 raising a demand of Rs. 77,70,810/-. The said demand was due to some additions made in the income for that assessment year and mismatch of TDS claimed by the Company and TDS shown in Form 26AS for the relevant assessment year. The Company had gone into appeal before The Commissioner of Income Tax (Appeals) against some additions made in the income. The Commissioner of Income Tax (Appeals) 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.

ix. During the year, Company has received an order u/s 143(3)/(250) of the Income Tax Act, 1961 for A.Y. 2013-14 raising a demand of Rs.11,91,910/-. The Company has gone into appeal against the said order before Commissioner of income tax (Appeals). The issue is still pending.

x. During the F.Y. 2014-15, Company has received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 67,75,356/- for the period October 2011 to March 2013, interest subject to a maximum of Rs. 67,75,356/- and a penalty u/s 76 of the Finance Act, 1994 for Rs. 100/- per day during which the failure continues or at the rate 1% of the amount of service tax due, per month, whichever is higher, starting with the first day after due date till the date of actual payment of the outstanding amount of service tax, subject to maximum amount of Rs. 67,75,356/-. And also the commissioner has imposed a penalty of Rs. 10,000/- u/s 77(2) of the Finance Act, 1994. Against this order Company has filed an appeal before Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi. The same is still pending.

xi. During the year 2013-14, Company received an order from The Commissioner, Central Excise, Jaipur-I raising a demand of Rs. 1,24,52,639/- and a penalty for the same amount for the period April 2008 to March 2011. Against this order Company has filed an appeal before Custom, Central Excise & Service Tax Appellate Tribunal, New Delhi. The same is still pending.

xii. During the year, Company has received an order u/s 143(3)/(250) of the Income Tax Act, 1961 for A.Y. 2007-08 raising a demand of Rs. 4,30,247/-. The said issue is still pending.

xiii. During the year, Company has received an order u/s 271(1)(C) of the Income Tax Act, 1961 for A.Y. 2007-08 raising a demand of Rs. 28,80,228/-. Against this order Company has gone into appeal before Commissioner of Income Tax (Appeals), the same is still pending.

xiv. A fixed deposit of Rs. 63,57,470/- (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 High Court in connection with a dispute between the Company and JVVNL regarding PF dues. Interest on Fixed Deposit accrues to 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.

2. Foreign exchange earnings and outgo:

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

Other expenses incurred in foreign currency on manpower, administrative and marketing expenses– Rs. 72,033/- (Previous year Rs. Nil).

FOB value of exports–Rs. 3,75,22,577/-. (Previous year Rs. 3,26,15,751/-).

3. The Balances of Trade receivables, Loans & Advances, Current Liabilities and secured loans are subject to confirmation and reconciliation from such parties. The classification of Trade Receivables in terms of realization has been done on the basis of information and explanations provided by the management.

4. The classification of assets and liabilities into long term or short term as required under schedule III of Companies Act, 2013 has been done on the basis of information, explanations and the estimates given by the management.

5. The exceptional items in Statement of Profit & Loss shows the amount of Entry Tax demand paid by the Company during the year under Amnesty scheme.

6. The previous year's figures have been regrouped /rearranged, wherever found necessary.

7. **Auditor's Remuneration:**

Particulars	As on 31.03.2016	As on 31.03.2015
Remuneration to Auditor during the Year:-		
For Statutory Audit & Tax Audit	2,26,048/-	2,20,200/-
For Taxation Matters	56,512/-	51,300/-

8. **Dividend remitted in foreign currency:**

PARTICULARS	2015-16	2014-15
For the Financial Year 2013-14	-	4,26,900/-
For the Financial Year 2014-15	1,06,725/-	-
No. of Shares	10,67,250/-	10,67,250/-

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

10. A provision for diminution in the value of Non-Current investments of Rs. 3,89,893/- for current year has been made whereas provision of diminution in value of Non-current investments of Rs. 3,33,721/- related to previous year has been written back, as it is no longer required. The net effect of the above amount has been considered in the Statement of Profit and Loss.

11. **Earnings per share:**

	PARTICULARS	2015-16	2014-15
A.	Profit Attributable to equity shareholders (Rs.)	6,96,72,245/-	5,58,60,308/-
B.	Weighted Average Number of Equity Shares (Face Value of Rs. 2/-)	7,91,25,188	7,91,25,188
C.	Nominal Value of Equity Shares (Rs.)	2/-	2/-
D.	EPS (Basic & Diluted) [A/B]	0.88	0.71

12. **Deferred Taxes:**

Deferred Tax Liabilities:	As at 31.03.2016	As at 31.03.2015
Opening Balance	Rs. 91,28,236/-	Rs. 16,74,573/-
Adjustment of Deferred Tax		
Charged to Statement of Profit & Loss	Rs. (19,211,956)/-	Rs. 74,53,663/-
Net Deferred Tax Liabilities/(Assets)	**Rs. (1,00,83,720)/-**	**Rs. 91,28,236/-**

13. **Retirement Benefits:**

a) The Company operates post retirement defined benefit plans as follows:
   i. Post Retirement Gratuity

b) Details of the post retirement gratuity plan are as follows:

Description	In Rs.
1. Reconciliation of opening and closing balances of obligation	
a. Opening Defined Benefit Obligation as at 01.04.2015	64,31,647
b. Current Service Cost	16,81,690
c. Interest Cost	4,95,237
d. Actuarial(Gain)/Loss	(19,96,235)
e. Benefits Paid	(1,38,067)
The defined benefit obligation as at 31.3.2016 is funded by the Company	64,74,272
2. Change in Plan Assets (Reconciliation of opening &closing balances)	
a. Fair Value of Plan Assets as at 1.4.2015	-
b. Expected return on Plan Assets	-
c. Actuarial Gain/(Loss)	-
d. Contributions	-
e. Benefits Paid	-
f. Fair Value of Plan Assets as at 31.3.2016	-
3. Reconciliation of fair value of assets and obligations	
a. Fair Value of Plan Assets as at 31.3.2016	-
b. Present Value of Obligation as at 31.3.2016	64,74,272

	c. Amount recognized in the Balance Sheet	64,74,272
4.	**Expense recognized during the year**	
	a. Current Service Cost	16,81,690
	b. Interest Cost	4,95,237
	c. Expected return on Plan Assets	-
	d. Actuarial(Gain)/Loss	(19,96,235)
	e. Past Service Cost	-
	f. Losses/(gains) on curtailments and settlement	-
	Expense recognized during the year	1,80,692
5.	**Investment Details**	**%invested**
	a. GOI Securities	-
	b. Public Sector Unit Bonds	-
	c. State/Central Guaranteed Securities	-
	d. Special Deposit Schemes	-
	e. Private Sector Bonds	-
	f. Others (including bank balances)	-
6.	**Assumptions**	
	a. Discount Rate (per annum)	7.70%
	b. Estimated Rate of return on Plan Assets (per annum)	-
	c. Rate of Escalation in Salary (per annum)	7.00%

14. Related Party Disclosures:

A. List of Related Parties:

(i) Parties where control exists: Subsidiary Companies:

- ITneer Inc.
- CSL Infomedia Private Limited

(ii) Associates & Joint Ventures:

- Tekmark CSL Inter Solutions LLC

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

a) Key Management Personnel:

- Mr. Surendra Kumar Surana, Managing Director
- Mr. Ajay Kumar Surana, Director
- Mr. Shubh Karan Surana, Director
- Mr. Sanjeev Nigam, Chief Financial Officer
- Mrs. Swati Jain, Company Secretary and Compliance Officer

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

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

c) Others:

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

B. Transactions with the related parties:

(Rs. In Lakhs)

Nature of Transaction	Subsidiary	Associates	Key Management Personnel	Enterprises over which the key management personnel exercises significant influence	Relatives of Key Management Personnel
Investment Made	0.00	0.00	0.00	0.00	0.00
Services Rendered	375.23	0.00	0.00	0.00	0.00
Services Received	347.78	0.00	0.51	0.00	2.14
Purchase of Assets	0.00	0.00	0.00	0.00	0.00
Sale of Assets	0.00	0.00	0.00	0.00	0.00
Dividend Paid	0.00	0.00	3.03	57.40	0.16
Rent Incurred	0.00	0.00	0.78	1.80	4.20
Rent Earned	1.98	0.00	3.60	1.19	0.00

Remuneration	0.00	0.00	27.41	0.00	0.00
Interest Paid	0.00	0.00	0.00	0.00	0.00
Donation Given	0.00	0.00	0.00	30.00	0.00
Outstanding Balance as on 31.03.2016					
-Receivables	110.10	0.00	0.00	0.00	0.00
-Payables	0.00	0.00	0.60	0.00	0.00

15. Segment reporting:

The Company has three reportable segments through its three undertakings,

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

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

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

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

(a) Primary Reporting Segment on the basis of Business Segment: (Rs. in Lakhs)

Segment	Software Services		Learning Solutions		Wind Power Generation		Treasury		Total	
	15-16	14-15	15-16	14-15	15-16	14-15	15-16	14-15	15-16	14-15
a) Revenue	461.71	456.50	4,938.79	4,605.43	175.87	189.23	185.19	267.91	5,761.56	5,519.06
b) Identifiable operating expenses	188.96	223.81	2,512.84	2,254.86	34.85	29.34	-	-	2,736.65	2,508.01
c) Allocated expenses	49.74	72.98	1,834.16	2,008.52	86.73	97.90	-	-	1,970.63	2,179.40
d) Segment operating income (a-b-c)	222.99	159.71	591.79	342.05	54.28	61.99	185.19	267.91	1,054.28	831.66
e) Unallocable expenses	-	-	-	-	-	-	-	-	39.26	42.90
f) Profit before taxes (d-e)	-	-	-	-	-	-	-	-	1,015.00	788.76
g) Income Taxes	-	-	-	-	-	-	-	-	318.28	230.16
h) Profit after Taxes (f-g)	-	-	-	-	-	-	-	-	696.72	558.60

(b) Secondary Segment Reporting on the basis of Geographical location of revenues earned (Rs. in Lakhs)

Segment	USA		India		Total	
	15-16	14-15	15-16	14-15	15-16	14-15
Revenue	375.23	326.16	5,386.33	5,192.90	5,761.56	5,519.06
Identifiable Operating expenses	183.04	158.95	2,553.62	2,349.06	2,736.66	2,508.01
Allocated Expenses	38.40	50.50	1,932.23	2,128.90	1,970.63	2,179.40
Segment Operating Income	153.78	116.71	900.47	714.95	1,054.25	831.66
Unallocable expenses	-	-	-	-	39.26	42.90
Profit Before Taxes	-	-	-	-	1,015.00	788.76
Income Taxes	-	-	-	-	318.28	230.16
Profit After Taxes	-	-	-	-	696.72	558.60

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

Jaipur
May 25, 2016

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

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

Part "A": Subsidiaries

Amounts in lakhs except % of shareholding

Particulars	Details	
Name of the subsidiary	ITneer,Inc.,USA	CSL Infomedia Private Ltd.
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	March 31, 2016	March 31, 2016
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	1USD=66.33	
Share capital	663.30	700
Reserves & surplus	105.17	(86.07)
Total assets	907.61	843.42
Total Liabilities	139.14	229.49
Investments	118.11	0.20
Turnover	664.24	567.11
Profit before taxation	28.92	116.40
Provision for taxation	5.72	10.73
Profit after taxation	23.20	105.67
Proposed Dividend	-	-
% 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, 2016.**
2. **The reporting period for all the subsidiaries is March, 2016.**

For and on the behalf of the Board

	Surendra Kumar Surana	**Shubh Karan Surana**	**CA Sanjeev Nigam**	**CS Swati Jain**
Jaipur	*DIN:* 00340866	*DIN:* 00341082	*Chief Financial Officer*	*Company Secretary &*
May 25, 2016	*Managing Director*	*Director*		*Compliance Officer*

INDEPENDENT AUDITOR'S REPORT

To

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

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **Compucom Software Limited** ('the Holding Company') and its Subsidiaries and Associate(collectively referred to as 'the Company' or 'the Group'), comprising the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of the Significant Accounting Policies and other explanatory information (hereinafter referred to as 'The Consolidated Financial Statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's 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 and Consolidated Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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 thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' 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 / financial information of one of its subsidiaries namely, ITneer Inc. whose Financial Statements/ financial information reflects total assets of Rs. 8,95,02,530/- as at March 31, 2016, total revenues of Rs. 6,36,25,029/- and net cash flows of Rs. 58,57,412/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of the other auditors.

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, 2016, 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, 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.

c. The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the Directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the report 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, 2016 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 Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and

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 S. MISRA & ASSOCIATES
Chartered Accountants
FRN-004972C

CA. SACHINDRA MISRA
Partner
M. No. 073776

Place: Jaipur
Date: May 25, 2016

Annexure A to the Auditor's Report

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 M/S Compucom Software Limited ('the Holding Company') and its subsidiary companies incorporated in India, as at March 31, 2016 in conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2016.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies 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 ofits 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 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 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 acceptedac counting 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, 2016, 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 S. MISRA & ASSOCIATES
Chartered Accountants
FRN-004972C

CA. SACHINDRA MISRA
Partner
M. No. 073776

Place: Jaipur
Date: May 25, 2016

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

(Rs.)

PARTICULARS	Note No.	As at March 31,2016	As at March 31,2015
EQUITY AND LIABILITIES			
A. Shareholders' funds			
(i) Share Capital	1	158,250,376	158,250,376
(ii) Reserves and Surplus	2	1,100,279,903	1,026,874,633
B. Share application money pending allotment		-	-
C. Minority Interest		21,481,821	17,783,401
D. Non-Current Liabilities			
(i) Long-Term Borrowings	3	63,801,883	147,371,258
(ii) Deferred Tax Liabilities (Net)		-	9,978,035
(iii) Other Long Term Liabilities	4	63,247,090	63,460,962
(iv) Long-Term Provisions	5	7,184,118	6961765
E. Current Liabilities			
(i) Short-Term Borrowings	6	81,960,198	79,193,754
(ii) Trade Payables		16,145,120	16,065,894
(iii) Other Current Liabilities	7	163,806,737	210,692,550
(iv) Short-Term Provisions	8	160,189,241	151,160,345
	TOTAL	**1,836,346,487**	**1,887,792,972**
ASSETS			
A. Non-Current Assets			
(i) Fixed Assets	9		
(a) Tangible Assets		534,478,796	667,066,965
(b) Intangible Assets		657,377	978,673
(ii) Non-Current Investments	10	13,204,521	11,438,990
(iii) Deferred tax assets (net)		9,282,200	-
(iv) Long-Term Loans and Advances	11	35,595,762	35,943,579
(v) Other Non-Current Assets	12	89,553,958	91,380,963
B. Current Assets			
(i) Trade Receivables	13	667,301,104	646,884,009
(ii) Inventories		406,719	-
(iii) Cash and Cash Equivalents	14	333,744,184	301,434,015
(iv) Short-Term Loans and Advances	15	152,121,866	132,665,777
	TOTAL	**1,836,346,487**	**1,887,792,972**
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	1 to 21		

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

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776
Jaipur
May 25, 2016

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2016

(Rs.)

PARTICULARS	Note No.	Year Ended March 31, 2016	Year Ended March 31,2015
Revenue from Operations	16	592,984,400	560,567,109
Other Income	17	23,401,825	31,867,714
TOTAL REVENUE		**616,386,225**	**592,434,823**
Expenditures:			
Employee Benefits Expenditures	18	61,944,977	63,250,471
Learning Solution Expenditures		95,988,647	90,368,261
Finance Costs	19	34,861,033	50,338,738
Depreciation and Amortization Expenditures		148,628,922	146,366,583
Other Expenses	20	157,062,849	142,402,810
TOTAL EXPENDITURES		**498,486,428**	**492,726,861**
Profit before Exceptional and Extraordinary Items and Tax		**117,899,797**	**99,707,962**
Exceptional Items		7,812,956	23,126,552
Profit before Extraordinary Items and Tax		**110,086,841**	**76,581,410**
Extraordinary Items		-	-
Profit before Tax		**110,086,841**	**76,581,410**
Tax Expenditures:			
(1) For Current tax		52,449,152	16,634,163
(2) For Deferred tax		(19,243,337)	7,161,730
(3) For Earlier Years		(115,991)	(529,439)
Profit (Loss) for the period from Continuing Operations		**76,997,017**	**53,314,955**
Profit/(loss) from Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
Profit/(Loss) from Discontinuing Operations (after tax)		-	-
Profit/(Loss) for the year		**76,997,017**	**53,314,955**
Earnings Per Equity Share			
(1) Basic		**0.97**	**0.67**
(2) Diluted		**0.97**	**0.67**
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	1 to 21		

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

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776
Jaipur
May 25, 2016

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(Rs.)

PARTICULARS	Year Ended March 31, 2016	Year Ended March 31, 2015
CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	115,909,983	76,910,490
Interest Income	(19,646,400)	(26,475,309)
Depreciation	149,354,006	147,454,143
Loss on Sale of assets / investments	68,969	383,967
Profit on assets sold, demolished, discarded and scraped	(33,436)	-
Provision for Gratuity	338,828	3,344,763
Preliminary Expenses Written Off	-	-
Provision for Diminution in value of Investments	56,172	(53,439)
Gain on investments	(1,438,789)	-
Operating Profit before Working Capital Changes	244,609,332	201,564,615
Decrease/(Increase) in Trade Receivables	(23,501,208)	(1,024,321)
Decrease/(Increase) in Loans and Advances (Current & Non-Current)	(19,189,450)	(37,735,293)
Decrease/(Increase) in Other Current Assets	1,727,564	(721,545)
Increase/(Decrease) in Current Liabilities	(63,649,000)	(112,848,394)
Cash Generated from Operations	139,997,238	49,235,062
Income Tax Paid	(21,555,271)	(35,451,224)
NET CASH FLOW FROM OPERATING ACTIVITIES	**118,441,967**	**13,783,838**
CASH FLOW FROM INVESTING ACTIVITIES		
Interest Income	19,646,400	26,475,309
Purchase of Fixed Assets	(13,600,700)	(14,659,844)
(Purchase) /sale in Shares, Mutual funds and NSC & other Investment	176,672	4,030,049
Increase / Decrease in unpaid dividend a/c & FDRs having maturity more than 3 months	24,678,259	99,348,527
Sale of Fixed Assets	165,000	-
Purchase of investments	(1,008)	-
NET CASH FLOW FROM INVESTING ACTIVITIES	**31,064,624**	**115,194,041**
CASH FLOW FROM FINANCING ACTIVITIES		
(Decrease)/Increase in Loan Funds	(83,662,760)	(54,121,567)
Dividend Paid (Including Dividend Tax)	(9,532,581)	(37,029,005)
NET CASH FLOW FROM FINANCING ACTIVITIES	**(93,195,341)**	**(91,150,572)**
Effect of change in exchange rate	677,179	333,082
Total Increase/(Decrease) in Cash and Cash Equivalents	56,311,249	37,827,307
Cash and Cash Equivalents at the beginning of the year	96,520,305	58,359,916
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	**153,508,733**	**96,520,305**

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

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776
Jaipur
May 25, 2016

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

NOTES TO CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

NOTE 1

	As at March 31, 2016	As at March 31, 2015
Share Capital		
Authorised Capital:		
100,000,000 Equity Shares of Rs. 2/- each	200,000,000	200,000,000
Issued , Subscribed & Paid up Capital:		
79,125,188 Equity Shares of Rs. 2/- each fully paid up	158,250,376	158,250,376
Total	**158,250,376**	**158,250,376**

NOTE 1A

Reconciliation of shares	As at March 31, 2016		As at March 31, 2015	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Shares outstanding at the beginning of the year	79,125,188	158,250,376	79,125,188	158,250,376
Add: Shares Issued during the year	-	-	-	-
Add: Bonus issue during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**79,125,188**	**158,250,376**	**79,125,188**	**158,250,376**

NOTE 1B

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

Sr. No.	Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Rishab Infotech Private Limited	18,468,650	23.34%	18,468,650	23.34%
2	Sambhav Infotech Private Limited	19,897,444	25.15%	19,897,444	25.15%
3	Compucom Technologies Private Limited	16,025,616	20.25%	16,198,858	20.47%

NOTE 1C

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

	No. of Shares as at March 31, 2016	No. of Shares as at March 31, 2015
Shares out of issued, subscribed and paid up share capital issued by way of bonus shares	-	25,125,188

1) The company has only one class of equity shares having par value of Rs. 2 per share. Each shareholder is entitled to one vote per share.

2) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. Company doesn’t have any preferential amounts in the Balance Sheet.

3) The Board of Directors, in their meeting on May 25, 2016, proposed dividend @ 5% per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend appropriation for the year ended on March 31, 2016 amounted to Rs. 0.96 crore including corporate dividend tax of Rs. 0.17 crore.

NOTE 2

Reserves & Surplus	As at March 31, 2016	As at March 31, 2015
(a) Capital Reserves		
Opening Balance	21,182,881	21,182,881
Add: Transfer during Current Year	-	-
Add: Forfeiture of Warrant Application money	-	-
Less: Written Back during Current Year	-	-
Closing Balance	**21,182,881**	**21,182,881**
(b) Securities Premium Account		
Opening Balance	135,296,524	135,296,524
Add : Securities premium credited on Issue of Shares	-	-
Less : Premium Utilised for issuing Bonus Shares	-	-
Closing Balance	**135,296,524**	**135,296,524**
(c) Foreign Currency Translation Reserve		
Opening Balance	2,240,340	253,127
Add: Foreign Currency translation during the year	2,236,388	1,987,213
Closing Balance	**4,476,728**	**2,240,340**
(d) Other Reserves		
Opening Balance	148,478,516	151,903,450
Add: Transfer during Current Year	-	-
Less: Written Back during Current Year	-	-
Less: Adjustments during the year	-	3,424,934
Closing Balance	**148,478,516**	**148,478,516**
(e) Surplus		
Opening balance	719,676,371	673,320,044
Add: Net Profit/(Loss) for the year	76,997,017	53,314,955
Add: Adjustments on account of translation effect or elimination of investment in foreign subsidiary	3,740,000	2,730,000
Less: Assets written off	-	156,047
Less: Proposed Dividends	9568134	9,532,581
Closing Balance	**790,845,254**	**719,676,371**
Total (a+b+c+d+e)	**1,100,279,903**	**1,026,874,633**

NOTE 3

Long Term Borrowings		
Secured Loans		
Term loans		
From other parties	63,801,883	147,371,258
(Secured against hypothecation of Equipment financed)		
Total	**63,801,883**	**147,371,258**

NOTE 3A

Maturity Profile of term loans are set out below:-

	Maturity Profile
	1-3 years
Term loan from other parties	63,801,883

	As at March 31, 2016	As at March 31, 2015
NOTE 4		
Other Long Term Liabilities		
EMD/ SD from Vendors	5,174,484	5,388,356
Greater Noida Export Promotion Industrial Park	369,239	369,239
Trade Payables	57,703,367	57,703,367
Total	**63,247,090**	**63,460,962**
NOTE 5		
Long Term Provisions		
Provision for employees benefits		
Gratuity	7,184,118	6,961,765
Total	**7,184,118**	**6,961,765**
NOTE 6		
Short Term Borrowings		
Secured		
(a) Loans repayable on demand		
Overdraft from banks	80,307,414	69,579,001
(Secured By Land & Building situated at IT 14-15, Sitapura, Jaipur and secured by FDR)		
Current Accounts	1,652,784	9,614,753
Total	**81,960,198**	**79,193,754**
NOTE 7		
Other Current Liabilities		
Current maturities of Long-Term debts	83,506,944	87,793,771
Income received in advance	67,279,670	107,741,614
Unpaid dividends	1,501,911	1,404,688
Interest accrued and but not due on borrowings	1,936,899	2,930,390
Other payables	-	-
Creditors for Capital Goods	-	-
Creditors for expenses	34,704	71,012
Provision for Expenses	2,549,859	2,004,117
Government Dues Payable	6,808,506	8,481,253
Rental Deposits	188,244	265,706
Total	**163,806,737**	**210,692,550**
NOTE 8		
Short Term Provisions		
(a) Provision for employees benefits		
Salary & Allowances	4,127,006	3,819,392
Gratuity	344,498	228,023
(b) Others		
Proposed Dividend	7,912,519	7,912,519
Dividend Tax	1,655,615	1,620,062
Provision for Income Tax	44,276,921	13,091,000
Provision for Projects Execution Expense	101,872,682	124,489,349
Total (a+b)	**160,189,241**	**151,160,345**

NOTE 9

CONSOLIDATED DEPRECIATION AS PER COMPANIES ACT, 2013 FOR THE YEAR ENDED ON MARCH 31, 2016

(in Rs.)

FIXED ASSETS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	As at April 1, 2015	Additions	Disposals	Revaluations (Impairments)	As at March 31, 2016	As at April 1, 2015	Depreciation Charged for the year	Depreciation/ Adjustments during the the year (Note)	On Disposals	As at March 31, 2016	As at March 31, 2016	As at April 1, 2015
A. TANGIBLE ASSETS												
Land	29,117,758	-	-	-	29,117,758	-					29,117,758	29,117,758
Buildings	70,163,177	962,704	-	-	71,125,882	14,165,892	1,682,704	22,843		15,871,439	55,254,443	55,997,286
Assets under lease	5,505,132	-	-	-	5,505,132	1,271,607	87,785			1,359,392	4,145,740	4,233,525
Plant and Equipment	1,516,326,369	11,416,795	-	-	1,527,743,164	1,102,714,998	120,270,509	352,350		1,223,337,858	304,405,306	413,611,371
Furniture and Fixtures	138,009,239	-	-	-	138,009,239	79,560,840	17,344,696	14,924		96,920,461	41,088,778	58,448,399
Vehicles	7,952,751	1,127,014	614,085		8,465,680	5,314,282	1,059,177	217,387	434,848	6,155,998	2,309,682	2,638,469
Power Plant	170,825,200	-			170,825,200	70,375,011	7,585,333			77,960,344	92,864,856	100,450,189
Office Equipment	3,418,463	67,400			3,485,863	848,492	403,719	12,579		1,264,790	2,221,073	2,569,969
Foreign Exchange Difference on account of translation effect of fixed assets	-	-	-	-	-	-	-	-	-	(3,071,160.00)	3,071,160.00	-
Total (A)	**1,941,318,089**	**13,573,913**	**614,085**		**1,954,277,917**	**1,274,251,122**	**148,433,922**	**620,084**	**434,848**	**1,419,799,121**	**534,478,796**	**667,066,965**
B. INTANGIBLE ASSETS												
Computer software	16,920,840	-			**16,920,840**	16,920,840				16,920,840	-	-
Marketing Rights	8,020,826	-			**8,020,826**	8,020,826				8,020,826	-	-
Licenses and franchise	2,000,000	-			**2,000,000**	1,042,623	195,000	105,000		1,342,623	657,377	957,377
Hologram	24,200	-	24,200		**-**	2,904			2,904	-	-	21,296
Total (B)	**26,965,866**	-	**24,200**		**26,941,666**	**25,987,193**	**195,000**	**105,000**	**2,904**	**26,284,289**	**657,377**	**978,673**
GRAND TOTAL (A+B)	**1,968,283,955**	**13,573,913**	**638,285**		**1,981,219,583**	**1,300,238,315**	**148,628,922**	**725,084**	**437,752**	**1,446,083,410**	**535,136,173**	**668,045,638**

Note: Adjustments/deductions represents the share of depreciation related to the share of Minorities Interest.

Note 10

Non-Current Investments

Details of Investment	As at March 31, 2016	As at March 31, 2015
Trade Investments (Refer A below)		
Investment in Equity instruments	261,813	261,813
Investments in Mutual Funds	600,000	600,000
Total (a)	**861,813**	**861,813**
Other Investments (Refer B below)		
Investment in Equity instruments	11,647,101	9,825,398
Investments in Government or Trust securities	1,085,500	1,085,500
Total (b)	**12,732,601**	**10,910,898**
Grand Total (a + b)	**13,594,414**	**11,772,711**
Less : Provision for diminution in the value of Investments	389,893	333,721
TOTAL	**13,204,521**	**11,438,990**

Particulars	As at March 31, 2016	As at March 31, 2015
Aggregate amount of quoted investments (Market value of Rs 4,76,356)	676,426	676,426
Aggregate amount of unquoted investments	185,387	185,387

A. Details of Trade Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2016	As at March 31, 2015			As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015		
(a)	**Investment in Equity Instruments**											
1	Apple Finance Ltd	Others	100	100	Quoted	Fully paid	Less Than 1%		1,944	1,944	Yes	
2	Birla Power Solutions Ltd	Others	1,200	1,200	Quoted	Fully paid	Less Than 1%		2,625	2,625	Yes	
3	Datapro Information Tech	Others	100	100	Quoted	Fully paid	Less Than 1%		365	365	Yes	
4	Hmt Ltd	Others	100	100	Quoted	Fully paid	Less Than 1%		1,235	1,235	Yes	
5	Autopal Industries Ltd.	Others	100	100	Quoted	Fully paid	Less Than 1%		2,151	2,151	Yes	
6	Jenson & Nicholson India Ltd.	Others	50	50	Quoted	Fully paid	Less Than 1%		2,172	2,172	Yes	
7	Atv Projects India Ltd	Others	1,700	1,700	Quoted	Fully paid	Less Than 1%		12,330	12,330	Yes	
8	Fedral Bank	Others	100	100	Quoted	Fully paid	Less Than 1%		3,476	3,476	Yes	
9	Lok Housing	Others	100	100	Quoted	Fully paid	Less Than 1%		19,180	19,180	Yes	
10	Uniworth International Ltd	Others	900	900	Quoted	Fully paid	Less Than 1%		8,865	8,865	Yes	
11	Dunlop India Ltd.	Others	100	100	Quoted	Fully paid	Less Than 1%		2,677	2,677	Yes	
12	Denso India	Others	100	100	Quoted	Fully paid	Less Than 1%		2,060	2,060	Yes	
13	Rpg Life Sciences	Others	50	50	Quoted	Fully paid	Less Than 1%		4,380	4,380	Yes	
14	Spice Mobile Ltd	Others	200	200	Quoted	Fully paid	Less Than 1%		1,220	1,220	Yes	
15	Oswal Agro Mills Ltd	Others	300	300	Quoted	Fully paid	Less Than 1%		2,325	2,325	Yes	
16	Rhodia Speciality Chemicals India Ltd	Others	50	50	Quoted	Fully paid	Less Than 1%		9,420	9,420	Yes	
17	Alpine Industries Ltd.	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		7,275	7,275	Yes	
18	Atlos Ltd.	Others	400	400	Un-Quoted	Fully paid	Less Than 1%		11,969	11,969	Yes	
19	Amrut Ltd.	Others	1,000	1,000	Un-Quoted	Fully paid	Less Than 1%		15,200	15,200	Yes	
20	BPL Refrigirator	Others	300	300	Un-Quoted	Fully paid	Less Than 1%		4,025	4,025	Yes	
21	Bpl Sanyo Tech	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		1,315	1,315	Yes	
22	Compulearn	Others	4,550	4,550	Un-Quoted	Fully paid	Less Than 1%		25,888	25,888	Yes	
23	CRB Caps	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		3,283	3,283	Yes	
24	Data Lines & Research	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		1,250	1,250	Yes	
25	Elbee	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		9,595	9,595	Yes	
26	G.R.Market	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		875	875	Yes	
27	Hind Devlop	Others	1,500	1,500	Un-Quoted	Fully paid	Less Than 1%		20,682	20,682	Yes	
28	Hind Power Plus	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		7,052	7,052	Yes	
29	Ifb Venture	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		415	415	Yes	
30	Iggi Resorts	Others	1,000	1,000	Un-Quoted	Fully paid	Less Than 1%		13,090	13,090	Yes	
31	Master Plus	Others	1,300	1,300	Un-Quoted	Fully paid	Less Than 1%		18,130	18,130	Yes	
32	Modi Xerox Ltd.	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		4,836	4,836	Yes	
33	Orkay Ind.	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		2,700	2,700	Yes	
34	Paam Pharma	Others	300	300	Un-Quoted	Fully paid	Less Than 1%		3,240	3,240	Yes	

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2016	As at March 31, 2015			As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015		
35	Palpeugaut	Others	500	500	Un-Quoted	Fully paid	Less Than 1%		3,525	3,525	Yes	
36	Pcl Ltd.	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		2,515	2,515	Yes	
37	Pru Cap Market	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		1,667	1,667	Yes	
38	Pansumi India	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		470	470	Yes	
39	Raj Trustee Co	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		10,000	10,000	Yes	
40	Sanghi Polyster	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		640	640	Yes	
41	South Shipping	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		5,505	5,505	Yes	
42	Standard Batt	Others	200	200	Un-Quoted	Fully paid	Less Than 1%		2,530	2,530	Yes	
43	Usha India	Others	400	400	Un-Quoted	Fully paid	Less Than 1%		4,560	4,560	Yes	
44	Wool Worth	Others	100	100	Un-Quoted	Fully paid	Less Than 1%		3,156	3,156	Yes	
	Total								**261,813**	**261,813**		
(b)	**Investments in Mutual Funds**											
1	Baroda Pioneer Fund	Others	50,000	50,000	Quoted	Fully Paid	Less Than 1%		500,000	500,000	Yes	
2	Reliance Liquid Fund - T.P.	Others	71	71	Quoted	Fully Paid	Less Than 1%		100,000	100,000	Yes	
									600,000	**600,000**		
	Total								**861,813**	**861,813**		

B. Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			As at March 31, 2016	As at March 31, 2015			As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015		
(a)	**Investment in Equity Instruments**											
	-ITNeer, Inc.											
	TCIS LLC	Others (Partnership)	50%	50%	Unquoted	Fully paid			11,647,101	9,825,398	Yes	
(b)	**Investments in Government or Trust securities**										Yes	
	-NSC in Post office	Others	-	-	-	-	-	-	1,085,500	1,085,500	Yes	
	Total								**12,723,601**	**10,910,898**		

	As at March 31, 2016	As at March 31, 2015
NOTE 11		
Long Term Loans and Advances		
(a) Security Deposits		
Secured, considered good	-	-
Unsecured, considered good	9,575,882	9,474,793
Doubtful		
Total (a)	9,575,882	9,474,793
(b) Other loans and advances		
Secured, considered good	-	-
Unsecured, considered good		
Withholding Income Tax and others	26,019,880	26,468,786
Advance Income Tax	-	-
Total (b)	26,019,880	26,468,786
Total (a+b)	**35,595,762**	**35,943,579**
NOTE 12		
Other Non-Current Assets		
Others		
Unsecured, considered good		
Transline business solutions	833,256	833,256
CPS Tool Kit	-	1,685,309
Trade Receivable	88,720,702	88,862,398
Total	**89,553,958**	**91,380,963**
NOTE 13		
Trade Receivables		
Trade receivables outstanding for a period less than or equal to six months:		
Secured, considered good		
Unsecured, considered good	218,564,573	170,106,896
Unsecured, considered doubtful		
	218,564,573	170,106,896
Trade receivables outstanding for a period exceeding six months:		
Secured, considered good		
Unsecured, considered good	448,946,495	476,936,089
Unsecured, considered doubtful		
	448,946,495	476,936,089
Less: Advances from debtors	209,963	158,975
Total	**667,301,104**	**646,884,009**

	As at March 31, 2016	As at March 31, 2015
NOTE 14		
Cash and Bank Balances		
a. Cash and Cash Equivalents	-	-
i. Balances with banks including FDRs having maturity less than 3 months	123,387,016	87,390,424
ii. Cheques, drafts on hand	29,939,451	8,536,540
iii. Cash on hand	182,266	593,341
Total (a)	153,508,733	96,520,304
b. Other Bank balances		
i. Unpaid dividend a/c	1,501,911	1,404,688
ii. FDR's with Bank having maturity more than 3 months	178,733,540	203,509,023
Total (b)	180,235,451	204,913,711
Total (a+b)	**333,744,184**	**301,434,015**
NOTE 14A		
A. Bank deposits with more than 12 months maturity from the date of Balance Sheet	-	32,687,157
B. Above stated cash and bank balances includes FDRs of Rs. 10.01 Crore which are under bank's lien against bank guarantee issued by bank on behalf of the company.		
NOTE 15		
Short-Term Loans and Advances		
Others		
Unsecured, considered good		
For Supply of Goods and Services	915,906	1,839,807
Interest accrued but not due	3,233,258	4,425,698
Advance Income Tax	73,234,682	56,485,160
Prepaid Expenses	9,178,389	9,434,397
Accrued Income	64,705,544	59,035,841
Advances to Employees- Salary Advance	854,087	1,243,184
Security Deposits	-	201,690
Total	**152,121,866**	**132,665,777**

NOTES TO CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2016

NOTE 16 (in Rs.)

Revenue From Operations	As at March 31, 2016	As at March 31, 2015
Sale of products (Wind Power Generation)	17,586,961	18,923,003
Sale of services	575,397,439	541,644,106
Total	**592,984,400**	**560,567,109**
NOTE 17		
Other Income		
Interest Income	18,857,176	27,680,505
Other non-operating income	4,544,649	4,187,209
Total	**23,401,825**	**31,867,714**

	As at March 31, 2016	As at March 31, 2015
NOTE 18		
Employees Benefit Expenses		
Salary and Allowances	53,949,934	53,812,679
Contributions to Provident fund and ESI	7,802,351	6,223,546
Contributions to Gratuity fund	180,692	3,079,414
Staff welfare Expenditures	12,000	134,832
Total	**61,944,977**	**63,250,471**
NOTE 19		
Finance costs		
Interest expense	29,961,209	45,670,823
B.G. Commission & Bank Charges	4,899,825	4,667,914
Total	**34,861,033**	**50,338,737**
NOTE 20		
Other Expenses		
Advertisement and Publicity Expenditures	697,852	1,056,269
Auditor's Remuneration		
- Statutory Audit and Tax Audit	235,968	229,092
- For taxation Matters	63,125	57,228
Bad Debts Written off	95,501,211	75,507,724
Communication Expenditures	1,442,532	1,139,863
Director Sitting Fees	192,366	137,762
Donations	3,000,000	4,721,000
Insurance Expenditures	1,211,485	1,711,631
Interest on Service Tax, TDS & VAT	9,184	
Office & General Expenditures	2,214,405	1,911,137
Patrakar Kalyan Kosh	81,487	26,029
Printing and Stationary	737,051	595,400
Rent and Facility Support	1,440,542	1,249,098
Corporate Social Responsibility Expenditures	2,456,706	2,245,532
Miscellaneous Expenses	8,405,602	7,665,563
Repair and Maintenance	2,972,306	2,550,105
Operation and Maintenance (Wind Power)	3,444,413	2,828,163
Vehicle Running and Maintenance	1,108,666	2,070,670
Travelling and Conveyance Expenditures	3,947,488	2,625,903
Water and Electricity Expenditures	2,540,538	2,498,543
Sub-Contracting	6,855,752	5,306,300
Legal and Professional Expenditures	1,850,056	2,544,352
Interest on Taxes	38,368	162,041
Diminution in the value of investment	56,172	(53,439)
Project Execution Expenditures (JVVNL)	-	5,254,296
Software	437,984	2,035,749
Project Execution Expenditures (LDMS)	-	1,189,171
Broadcasting and News Coverage Expenses	16,121,589	15,137,627
Total	**157,062,849**	**142,402,810**

Notes to the Consolidated Financial Statements

Note-21

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

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

	2015-16	2014-15
ITneer Inc, USA	100%	100%
CSL Infomedia Pvt. Ltd.	65%	65%

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

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

5. **Foreign currency translation:** The functional currency of parent company is Indian Rupees and that of ITneer Inc. is US Dollars. For the purpose of consolidation, as per accounting standard–11(Revised) "The effect of change in foreign exchange rates", the operations of ITneer Inc. are considered as non-integral foreign operations. Assets and Liabilities (Both monetary and non-monetary) are translated using exchange rate effected as on March 31, 2016. Revenue and expenses are translated using the average exchange rate during the period, except depreciation and provision for income tax, which has been translated at closing rate. Exchange difference created on account of translations are accounted in foreign currency translation reserve.

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

7. **Consolidated Segment Reporting:**

(a) Primary Reporting Segment by Business Segment (Rs. in Lakhs)

Segment	Software Services		Learning Solutions		Wind Power		Others		Elimination		Total	
	15-16	14-15	15-16	14-15	15-16	14-15	15-16	14-15	15-16	14-15	15-16	14-15
Revenue	1063.57	1000.13	4938.79	4,605.43	175.87	189.23	588.21	570.20	(602.57)	(440.64)	6163.86	5924.34
Identifiable Operating Exp.	815.01	799.20	2512.84	2254.86	34.85	29.34	292.97	293.46	(602.57)	(440.64)	3053.10	2936.22
Allocated Expenses	49.75	72.98	1834.16	2008.52	86.73	97.90	-	-	-	-	1970.64	2179.40
Segment Operating Inc.	198.81	127.95	591.79	342.05	54.28	61.99	295.24	276.74	-	-	1140.13	808.73
Unallocable Expenses	-	-	-	-	-	-	-	-	-	-	39.26	42.91
Profit Before Taxes	-	-	-	-	-	-	-	-	-	-	1100.87	765.82
Income Taxes	-	-	-	-	-	-	-	-	-	-	330.90	232.67
Net Profit after Tax	-	-	-	-	-	-	-	-	-	-	769.97	533.15

(b) Secondary Reporting Segment by Geographical Segment (Rs. in Lakhs)

Segment	USA		India		Elimination		Total	
	15-16	14-15	15-16	14-15	15-16	14-15	15-16	14-15
Revenue	1,011.48	903.67	5,527.61	5,345.04	(375.23)	(324.37)	6,163.86	5,924.34
Identifiable Operating Expenses	809.08	734.33	2,619.24	2,526.26	(375.23)	(324.37)	3,053.10	2,936.22
Allocated Expenses	38.40	50.50	1,932.23	2,128.90	-	-	1,970.64	2,179.40
Segment Operating Income	163.99	118.84	976.14	689.89	-	-	1,140.13	808.73
Unallocable Expenses	-	-	-	-	-	-	39.26	42.91
Profit Before Taxes	-	-	-	-	-	-	1,100.87	765.82
Income Taxes	-	-	-	-	-	-	330.90	232.67
Net Profit after Tax	-	-	-	-	-	-	769.97	533.15

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776

Surendra Kumar Surana
Managing Director & CEO
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CA Sanjeev Nigam
Chief Financial Officer

CS Swati Jain
Company Secretary & Compliance Officer

Jaipur
May 25, 2016

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, 2016 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, 2016, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Ravi Ramaswamy, CPA
Manmouth Junction, New Jersey
May 11, 2016

ITNEER, INC.
BALANCE SHEET AS OF MARCH 31, 2016

		(Amount in $)
ASSETS		
Cash		248,725
Accounts Receivable	Note 4	118,825
Other Receivable	Note 5	5,150
Inventory	Note 3	6,218
Total Current Assets		378,918
Land		262,869
Building & Improvements (Net of Depreciation of $ 145,967)	Note 7	521,250
Furniture & Equipment (Net of Depreciation of $ 70,781)	Note 7	23,960
Total Fixed Assets Net		808,079
Investment - TCIS LLC	Note 8	34,243
Investment - E-Trade Bonds	Note 2	143,820
Security Deposits		3,271
Total Other Assets		181,334
TOTAL ASSETS :		1,368,331
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts Payable		188,353
Payroll Taxes Payable		104
Current Income Tax		5,635
Deferred Income Tax		12,882
Rental Deposit		2,800
Total Current Liabilities :		209,774
STOCKHOLDER'S EQUITY		
Common Stock: 1,000,000 authorised common stock at no-par		
Paid in capital		1,000,000
Retained Earnings		158,557

Total Stockholder's Equity		1,158,557
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY		1,368,331

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

STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED MARCH 31, 2016

Income :		(Amount in $)
Income From Services		947,288
Other Income		
Investment - Portfolio- gain/(loss)		(10,376)
Un-realized gain/(loss) - Portfolio	Note 2	21,401
Investment : Rental		43,104
Total Income		1,001,417
Expenses :		
Sub-Contracting		678,983
Salaries		104,020
Fringes and employee's benefits		32,220
Depreciation and Amortization		25,615
Travel Expense		19,548
Supplies		19,007
Commission		14,500
Legal and Professional Fees		13,025
Repairs and Maintenance		11,776
Real Estate Tax		11,360
Utilities		6,532
Insurance		5,039
Condo Dues		4,027
Meals & Entertainment		3,722
Donation		1,554
License and Permits		1,404
Conference & Training		1,095
Security		1,007
Office Expenses - Atlanta		854
Internet Expense		842
Telephone		841
Bank Charges		621
Postage		166
Dues & Subscriptions		40
Advertising and Promotion		19
Total Expense		**957,817**
Income before Taxes		43,600
Current		(10,290)
Deferred		1,659
Net Income after Taxes		**34,969**
Retained Earnings, Beginning of Year		**123,588**
Retained Earnings, End of Year		**158,557**

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

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2016

CASH FLOWS FROM OPERATING ACTIVITIES:	(Amount in $)
Net Income/(Loss)	34,969
Adjustments to Reconcile Income	
Current Year Depreciation	25,615
Changes in operating assets and liabilities	
Accounts Receivable	24,689
Other Assets	(6,218)
Prepaid Expenses and Taxes	(4,681)
Unrealized (gain)/loss on investments	(21,401)
Accounts Payable	44,431
Loan and Employee Receivable	6,864
Net Cash provided/(used) by Operating Activities	104,268

CASH FLOWS FROM INVESTING ACTIVITIES :	
Investment receivable	(15)
Bond Investment	2,701
Purchase of Assets	(14,718)
Net Cash provided/(used) from investing activities	(12,032)
CASH FLOWS FROM FINANCING ACTIVITIES :	
Deposit payables	(1,535)
Loan Payable	150
Net Cash Provided/(Used) By Financing Activities	(1,385)
Net (decrease) / Increase in cash	90,851
Cash / (overdraft) - beginning of year	157,874
Cash / (overdraft) - end of year	248,725
Cash paid during the year for	
Income Taxes - Current	6,898

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

Notes to Financial Statements March 31, 2016

Note 1 : INTRODUCTION

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

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

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

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

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

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

Concentration of credit and market risk: Financial instruments that potentially expose ITneer, Inc. to concentrations of credit and market risk consist primarily of cash. Accounts at financial institutions are guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000 for each bank. As of March 31, 2016 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. The standard describes how to measure fair value based on a three level hierarchy of inputs, of which the first two are considered observable and the last unobservable.

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

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

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

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

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

Subsequent events: ITneer, Inc. evaluated its March 31, 2015 Financial Statements for subsequent events through May 11, 2016, 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 $6,218. This has been recorded as inventory in the current year.

Note 4. ACCOUNT RECEIVABLES

The Account receivable of $118,825 is to be received from three of its customers. A loss of these customers could have a material impact on the financial condition of the Company.

Note 5. OTHER RECEIVABLE

The other receivable of $10,000 is a short term loan given to Print serve MPS, LLC for a period of 2 years carrying an interest rate of 6% per annum. The repayment of loan will start from April 2015 on a monthly basis. As of March 31, 2016 the balance of this loan was $5,150. The total interest received for the year was $468.

Note 6. COMMITMENTS

ITneer, Inc. has no lease commitment.

Note 7. FIXED ASSETS

(Amount in $)

	Cost	Accumulated Depreciation	Net	Estimated Useful Lives
Land	262,869	-0-	262,869	
Building and Improvement	667,217	145,967	521,250	27/39/10 years
Furniture and Equipment	94,741	70,781	23,960	3/5/7 years
Total	1,024,827	216,748	808,079	

The Company provides straight line depreciation for the book purposes and recorded $25,615 for the year ended March 31, 2016.

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, 2016, the Company's share of profit from the investment was $15 which was recorded as an increase to the Investment in TCIS as of March 31, 2016. There was no distributions received during the year.

Note 9. RENTAL INCOME

The Company owns three properties in the State of Georgia and rental income received from the properties is reflected in the financial statement as other income. As of February 2016, the office condo has been vacant.

Note 10. OUTSOURCING

The total outsourcing costs of $678,983 was recorded as of March 31, 2016 of which $569,980 was from Compucom Software Limited, India (a Parent Company) and there was an outstanding amount of $168,317 payable to Compucom Software Limited, India as of March 31, 2016.

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 2015 was $23,990.

CSL INFOMEDIA PRIVATE LIMITED

Independent Auditor's Report

To

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

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s. CSL Infomedia Private Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended and a summary of significant accounting policies &other explanatory information.

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

Auditor's Responsibility

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

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

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

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

Opinion

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

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 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.
2. As required by section 143(3) of the Act, we report that:
    a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
    b. In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
    c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;

d. In our opinion the aforesaid standalone financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of the written representations received from the Directors as on March 31, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2016 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, refers to our separate report in '**Annexure B**'; and

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, in our opinion and to the best of our information and according to the explanations given to us:

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

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

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund. 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 20, 2016

Annexure A to the Auditor's Report

The Annexure (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, 2016 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 record of the Company, the Company has constructed building on rented premises, Therefore matter of title deeds is not applicable.

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:-**

The Company has not granted any loan to the parties covered in the register maintained under Section 189 of the Act, therefore, paragraph 3(iii) 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 explanation given to us, the Company has not given any advance/ deposit to Company on which section 185 applies, therefore, the provisions of section 185 and 186 does not apply. Thus, paragraph 3(iv) of the order is not applicable to the Company.

v. **Public Deposits:-**

The Company has not accepted deposits from the public. Therefore, the paragraph 3(v) of the order is 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.

a) 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, the Company does not have any outstanding dues from Financial Institution or Bank or Debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is 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. Accordingly, paragraph 3(ix) of the order is 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 by the Company or on the Company by its officers or employees, has been noticed or reported during the course of our audit.

xi **Managerial Remuneration:-**
According to the information and explanations given to us, and to the best of our knowledge, the Company has not paid any managerial remuneration during the year. Therefore paragraph 3(xi) of the order is not applicable.

xii **Nidhi Company:-**
Since the Company is not a Nidhi Company, therefore, paragraph 3(xii) of the order is not applicable.

xiii **Related Party Transaction:-**
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 ever applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards

xiv **Preferential allotment and Private placement:-**
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 share or fully or partly convertible debenture during the year.

xv **Non-Cash Transaction:-**
According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not entered into non-cash transactions with the Directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is 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 RBI Act 1934.

For S. Misra & Associates
Chartered Accountants
FRN 004972C

CA. SACHINDRA MISRA
Partner
Membership No. 073776
Place: Jaipur
Date: May 20, 2016

'Annexure B' to the 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 financial statements for the year ended March 31, 2016 of M/s. CSL Infomedia Private Limited

We have audited the internal financial controls over financial reporting of CSL Infomedia Private Limited ('the Company') as on March 31, 2016 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.

Auditor's 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.

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 on March 31, 2016, 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 20, 2016

CSL INFOMEDIA PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2016

(Rs.)

	Note No.	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
A. Shareholders' funds			
(i) Share Capital	1	70,000,000	70,000,000
(ii) Reserves and Surplus	2	(8,606,854)	(19,173,770)
B. Non-Current Liabilities			
(i) Deferred Tax Liabilities (Net)		801,520	849,799
(ii) Other Long Term Liabilities	3	222,000	225,500
(iii) Long - Term Provisions	4	1,021,476	738,039
C. Current liabilities			
(i) Short-Term Borrowings	5	1,652,784	8,728,686
(ii) Trade Payables		2,471,192	302,185
(iii) Other Current Liabilities	6	14,558,679	20,120,626
(iv) Short-Term Provisions	7	2,221,273	1,036,477
TOTAL		**84,342,070**	**82,827,541**
ASSETS			
A. Non-Current Assets			
(i) Fixed Assets	8		
(a) Tangible Assets		16,017,725	17,210,682
(b) Intangible Assets		657,377	957,377
(ii) Non-Current Investments	9	20,000	20,000
(iii) Long-Term Loans and Advances	10	3,299	-
B. Current Assets			
(i) Trade Receivables	11	26,187,549	29,781,500
(ii) Cash and Bank Balances	12	29,584,454	26,752,669
(iii) Short-Term Loans and Advances	13	11,871,666	8,105,313
TOTAL		**84,342,070**	**82,827,541**

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS 1 to 18

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

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776

Surendra Kumar Surana
Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary

Jaipur
May 20, 2016

CSL INFOMEDIA PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED ON MARCH 31, 2016

(In Rs.)

	Note No.	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
Revenue from Operations	14	54,292,575	38,472,558
Other Income		2,418,554	2,819,241
TOTAL REVENUE		**56,711,129**	**41,291,799**
Direct Expenses	15	24,802,445	23,288,657
Employee's Benefit Expenses	16	13,075,137	14,067,049
Finance Cost		883,250	1,227,921
Depreciation and Amortization Expenses		2,071,670	3,107,314
Other Expenses	17	4,239,069	3,456,668
TOTAL EXPENSES		**45,071,571**	**45,147,608**
Profit before exceptional and extraordinary items and tax		11,639,558	(3,855,809)
Exceptional items		-	-
Profit before extraordinary items and tax		11,639,558	(3,855,809)
Extraordinary Items		-	-
Profit before tax		11,639,558	(3,855,809)
Tax Expenses:			
(1) Current tax		1,120,921	-
(2) Deferred tax		(48,279)	(449,127)
Profit (Loss) for the period from continuing operations		**10,566,916**	**(3,406,682)**
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit (Loss) for the period		**10,566,916**	**(3,406,682)**
Earnings Per Equity Share			
(1) Basic		1.51	(0.49)
(2) Diluted		1.51	(0.49)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS 1 to 18

The notes attached form an integral part of the Balance Sheet

As per our Report of Even Date

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776

Surendra Kumar Surana
Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary

Jaipur
May 20, 2016

CSL INFOMEDIA PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(in Rs.)

	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	11,639,558	(3,855,809)
Interest Income	(2,254,924)	(2,584,069)
Provision for Gratuity	296,203	758,141
Depreciation	2,071,670	3,107,314
Operating Profit before Working Capital Changes	**11,752,507**	**(2,574,423)**
Decrease/(Increase) in Trade Receivables	3,593,951	13,090,766
Decrease/(Increase) in Loans and Advances (Current & Non-Current)	(3,769,652)	(126,157)
Increase/(Decrease) in Current & Non-Current Liabilities	(10,421,233)	(11,272,662)
Cash Generated from Operations	**1,155,573**	**(882,477)**
Income Tax paid	-	-
Net Cash Flow From Operating Activities(A)	**1,155,573**	**(882,477)**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(578,713)	(325,765)
FDRs having maturity more than 3 months	3,584,506	(1,994,984)
Interest Income	2,254,925	2,584,069
Net Cash Flow From Investing Activities(B)	**5,260,718**	**263,320**
CASH FLOW FROM FINANCING ACTIVITIES		
Bank Overdraft	-	-
Loan From Related Parties	-	-
Net Cash Flow From Financing Activities(C)	**-**	**-**
Net Increase/(Decrease) in cash and cash equivalents**(A+B+**C)	6,416,291	(619,157)
Cash and Cash Equivalents at the Beginning of the Year	1,168,163	1,787,319
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**7,584,454**	**1,168,163**

The Notes attached form an integral part of Balance Sheet.
As per our report of even date.

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776

Surendra Kumar Surana
Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary

Jaipur
May 20, 2016

NOTES TO FINANCIAL STATEMENTS AS AT MARCH 31, 2016

NOTE 1

SHARE CAPITAL	As at March 31, 2016	As at March 31, 2015
Authorised		
70,00,000 Equity Shares of Rs. 10 each	70,000,000	70,000,000
Issued, Subscribed and Fully Paid up		
70,00,000 Equity Shares of Rs. 10 each Fully Paid	70,000,000	70,000,000
Total	**70,000,000**	**70,000,000**

NOTE 1A

Reconciliation of shares	As at March 31, 2016		As at March 31, 2015	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Shares outstanding at the beginning of the year	7,000,000	70,000,000	7,000,000	70,000,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**7,000,000**	**70,000,000**	**7,000,000**	**70,000,000**

NOTE 1B

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

NOTE 1C

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

Sr. No.	Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Compucom Software Limited	4,550,000	65.00%	4,550,000	65.00%
2	Sambhav Infotech Private Limited	2,440,000	34.86%	2,440,000	34.86%

1) The company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share.

2) Company has not declared any dividend during the year ended March 31, 2016

3) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. Company doesn't have any preferential amounts in the Balance Sheet.

NOTE 2

Reserves & Surplus	As at March 31, 2016	As at March 31, 2015
Surplus		
Opening balance	(19,173,770)	(15,527,016)
Net Profit/(Net Loss) For the current year	10,566,916	(3,406,682)
(-) Assets written off from Reserves	-	(240,072)
Closing Balance	**(8,606,854)**	**(19,173,770)**

NOTE 3

Other Long Term Liabilities

Security Deposits	222,000	225,500
Total	**222,000**	**225,500**

NOTE 4

Long Term Provisions

Provision for employee benefits		
Gratuity	1,021,476	738,039
Total	**1,021,476**	**738,039**

(In Rs.)

	As at March 31, 2016	As at March 31, 2015
NOTE 5		
Short Term Borrowings		
Unsecured Loans repayable on demand		
From Banks		
Current Account	1,652,784	8,728,686
Total	**1,652,784**	**8,728,686**
NOTE 6		
Other Current Liabilities		
Expenses Payable	106,103	82,646
TDS Payable	387,065	408,588
Creditors for Expenses	34,704	71,012
Service Tax Payable	180,653	967,572
VAT Payable	24,546	-
Unearned Income	13,825,608	18,590,808
Total	**14,558,679**	**20,120,626**
NOTE 7		
Short Term Provisions		
(a) Provision for employee benefits:		
Gratuity	32,868	20,102
Salary & Reimbursements	1,067,484	1,016,375
(b) Others		
Provision for Income Tax	1,120,921	-
Total	**2,221,273**	**1,036,477**

NOTE 8

DEPRECIATION AS PER COMPANIES ACT, 2013 FOR THE PERIOD ENDED ON MARCH 31, 2016

FIXED ASSETS	GROSS BLOCK						ACCUMULATED DEPRECIATION					NET BLOCK	
	As on April 1, 2015	Additions	Disposals/ Transfer	Acquired through business combinations	Revaluations/ (Impairments)	As on March 31, 2016	As on April 1, 2015	Depreciation charged for the year	Adjustment due to revaluations	On Disposals	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
Tangible Assets													
Building	4,090,717		-	-	-	4,090,717	165,792	65,267	-	-	231,059	3,859,658	3,924,925
Plant and Machinery	14,082,794	511,313		-	-	14,594,107	3,798,985	1,006,714	-	-	4,805,699	9,788,408	10,283,809
Vehicles	281,015		-	-	-	281,015	96,398	42,641	-	-	139,039	141,976	184,617
Office Equipment	3,418,463	67,400	-	-	-	3,485,863	848,492	621,106	-	-	1,469,598	2,016,265	2,569,971
Furniture & Fixture	304,103		-	-	-	304,103	56,742	35,942	-	-	92,684	211,419	247,361
Total	**22,177,092**	**578,713**	**-**	**-**	**-**	**22,755,805**	**4,966,410**	**1,771,670**	**-**	**-**	**6,738,080**	**16,017,725**	**17,210,682**
Intangible Assets													
Licenses and Franchise Fees	2,000,000	-	-	-	-	2,000,000	1,042,623	300,000	-	-	1,342,623	657,377	957,377
Total	**2,000,000**	**-**		**-**	**-**	**2,000,000**	**1,042,623**	**300,000**	**-**	**-**	**1,342,623**	**657,377**	**957,377**
TOTAL	**24,177,092**	**578,713**	**-**	**-**	**-**	**24,755,805**	**6,009,033**	**2,071,670**	**-**	**-**	**8,080,703**	**16,675,102**	**18,168,059**

Note 9
Non-Current Investment

(In Rs.)

Details of Investment	As at March 31, 2016	As at March 31, 2015
Trade Investments	-	-
Other Investments (Refer Table A below)		
Investments in Government or Trust securities	20,000	20,000
Total	**20,000**	**20,000**
Less : Provision for diminution in the value of Investments	-	-
TOTAL	**20,000**	**20,000**

Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares/Units As at 31-Mar-16	No. of Shares/Units As at 31-Mar-15	Quoted/ Unquoted	Partly Paid/ Fully paid	Extent of Holding (%) As at 31-Mar-16	Extent of Holding (%) As at 31-Mar-15	Amount (in Rs.) As at 31-Mar-16	Amount (in Rs.) As at 31-Mar-15	Whether stated at Cost Yes/No	If Answer to Column (9) is 'No'- Basis of Valuation
(a)	Investments in Government or Trust securities											
	NSC in Post Office	Others	NA	NA	NA	NA	NA	NA	20,000	20,000	Yes	NA
	Total								**20,000**	**20,000**		

NOTE 10
Long Term Loans and Advances

	As at March 31, 2016	As at March 31, 2015
Security Deposits		
Unsecured, considered good	3,299	-
Total	**3,299**	**-**

NOTE 11
Trade Receivables

Trade receivables outstanding for a period less than six months	6,832,386	8,131,312
Trade receivables outstanding for a period exceeding six months	19,565,126	21,809,163
	26,397,512	29,940,475
Less: Advance receipts from Trade Receivables	209,963	158,975
Total	**26,187,549**	**29,781,500**

NOTE 12
Cash and Bank Balances

a. Cash and Cash Equivalents		
a. Balances with banks including FDRs having maturity less than 3 months	(3,752,060)	(7,340,633)
b. Cheques, drafts on hand	11,329,812	8,502,118
c. Cash on hand	6,702	6,678
Total (a)	**7,584,454**	**1,168,163**
b. Other Bank balances		
FDR's with Bank having maturity more than 3 months	22,000,000	25,584,506
Total (b)	**22,000,000**	**25,584,506**
Total (a+b)	**29,584,454**	**26,752,669**

(In Rs.)

	As at March 31, 2016	As at March 31, 2015
NOTE 13		
Short-Term Loans and Advances		
Others		
Unsecured, considered good		
For Supply of Goods and Services	238,467	453,652
Interest accrued but not due	462,096	917,866
Tax Deducted at Source	6,422,064	2,201,476
Prepaid Expenses	4,709,710	4,512,460
Advances to Employees- Salary Advance	39,329	19,859
Total	**11,871,666**	**8,105,313**
NOTE 14		
Revenue From Operations	**For the Year Ended on March 31, 2016**	**For the Year Ended on March 31, 2015**
Advertisement Receipts	14,749,375	17,986,508
Studio & Satellite Education Services	39,543,200	20,486,050
Total	**54,292,575**	**38,472,558**
NOTE 15		
Direct Expenses		
Jan TV operational expenses		
Advertisement Commission	8,820	30,000
Internet Lease Line & Broadcasting Charges	13,089,575	14,790,675
Jan TV Bihar Expenses	253,618	319,733
News Content Charges	415,259	196,180
News Coverage Exp. Bihar	468,100	222,475
News Coverage Expenses	1,419,810	1,473,377
Placement Execution Expenses	7,982,476	5,767,217
Other Operational Expenses	1,164,787	489,000
Total	**24,802,445**	**23,288,657**
NOTE 16		
Manpower Cost		
Salaries & Allowances	12,295,805	13,442,793
Contribution to Statutory Fund	779,332	624,256
Total	**13,075,137**	**14,067,049**
NOTE 17		
Other expenses		
Auditor's Remuneration		
-For Statutory Audit & Tax Audit	15,261	13,680
-For Taxation Matters	10,174	9,120
Advertisement Expenses	231,508	235,288
Bad Debts Written Off	300,000	-
Insurance Expenses	193,676	174,471
Interest on Service Tax, TDS & VAT	14,129	103,548
Legal & Professional Fees	70,509	73,714
Miscellaneous Expenses	816,927	169,777

(In Rs.)

	For the Year Ended on March 31, 2016	For the Year Ended on March 31, 2015
Office Expenses	376,702	484,554
Patrakar Kalyan Kosh	125,365	40,045
Printing & Stationary	42,741	30,376
Rent	1,089,092	1,091,418
Repair & Maintenance Expenses	269,394	360,862
Swachh Bharat Cess Expenses	52,081	-
Telephone & Internet Expenses	168,139	180,215
Travelling & Conveyance Expenses	208,985	226,052
Water & Electricity Expenses	254,386	263,548
Total	**4,239,069**	**3,456,668**

Note 18

Significant Accounting Policies and Notes on Accounts

A. ACCOUNTING POLICIES

1. Basis of preparation of Financial Statements:

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

2. Income Tax:

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

3. Fixed Assets:

i. All fixed assets are stated in the Balance Sheet at cost less accumulated depreciation. Cost comprises the purchase price and any other attributable costs incurred by the Company in bringing the asset in its present location and making it fit for its intended use.

ii. Depreciation is provided taking the useful life of the assets as per schedule II of the Companies Act, 2013 on average pro-rata basis from the date on which assets come in to operation or put to use except in case of License and Franchise Fees paid for downlinking and uplinking charges where the depreciation has been charged on the basis of the period for which the license fee has been paid.

B. NOTES ON ACCOUNTS

1. **Quantitative details:**

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

2. **Contingent Liabilities:** Nil

3. **Others:**

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

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

5. **Deferred Taxes:**

Particulars	As on 31.03.2016	As on 31.03.2015
Opening Balance of Deferred Tax Liability	**8,49,799**	1,298,926
Deferred Tax Liability created during the year	(48,279)	(4,49,127)
Closing Balance of Deferred Tax Liability	**8,01,520**	**8,49,799**

6. **Auditor's Remuneration:**

Particulars	As on 31.03.2016	As on 31.03.2015
Remuneration to Auditor during the Year:-		
For Statutory Audit & Tax Audit	15,261/-	13,680/-
For Taxation Matters	10,174/-	9,120/-

7. **Retirement Benefits:**

a) The Company operates post retirement defined benefit plans as follows:

(i) Post Retirement Gratuity

b) Details of the post retirement gratuity plan are as follows:

Description		Amount (Rs.)
1.	**Reconciliation of opening and closing balances of obligation**	
	a. Opening Defined Benefit Obligation as at 1.4.2015	7,58,141
	b. Current Service Cost	3,19,569
	c. Interest Cost	58,377
	d. Actuarial (Gain)/Loss	(81,743)
	e. Benefits Paid	-
	The defined benefit obligation as at 31.3.2016 is funded by the Company	10,54,344
2.	**Change in Plan Assets (Reconciliation of opening & closing balances)**	
	a. Fair Value of Plan Assets as at 1.4.2015	-
	b. Expected return on Plan Assets	-
	c. Actuarial Gain/(Loss)	-
	d. Contributions	-
	e. Benefits Paid	-
	f. Fair Value of Plan Assets as at 31.3.2016	-
3.	**Reconciliation of fair value of assets and obligations**	
	a. Fair Value of Plan Assets as at 31.3.2016	-
	b. Present Value of Obligation as at 31.3.2016	10,54,344
	c. Amount Recognised in the Balance Sheet	10,54,344
4.	**Expense recognized during the year**	
	a. Current Service Cost	319,569
	b. Interest Cost	58,377
	c. Expected return on Plan Assets	-
	d. Actuarial(Gain)/Loss	(81,743)
	e. Past Service Cost	Nil
	f. Losses/(gains) on curtailments and settlement	Nil
	Expenses Recognised during the Year	296,203
5.	**Investment Details**	**%invested**
	a. GOI Securities	-
	b. Public Sector Unit Bonds	-
	c. State/Central Guaranteed Securities	-
	d. Special Deposit Schemes	-
	e. Private Sector Bonds	-
	f. Others (including bank balances)	-
6.	**Assumptions**	
	a. Discount Rate (per annum)	7.70%
	b. Estimated Rate of return on Plan Assets (per annum)	-
	c. Rate of Escalation in Salary (per annum)	7.00%

8. **Related Party Disclosure:**

A. List of Related Parties:

(a) Holding company

- Compucom Software Ltd.

(b) Key Management Personnel

- Mr. Surendra Kumar Surana, Director
- Mr. Shubh Karan Surana, Director
- Ms. Heena Garg, Company Secretary

(c) 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 the related parties: **(Rs. in lakhs)**

Nature of Transaction	Holding Company	Key Management Personnel	Enterprises over which the key management personnel exercises significant influence
Share Capital Issued	0.00	0.00	0.00
Services Rendered	347.78	0.00	0.00
Services Received	0.00	0.00	0.00
Purchase of Assets	0.00	0.00	0.00
Sale of Assets	0.00	0.00	0.00
Water & Electricity Expenses Paid	0.00	0.00	2.52
Rent Paid	1.98	0.00	6.98
Rent Earned	0.00	0.00	0.00
Remuneration	0.00	1.61	0.00
Interest Paid	0.00	0.00	0.00
Balance O/S as on 31.03.2016			
Receivables	0.00	0.00	0.00
Payable	0.00	0.14	0.00

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

For and on the behalf of the Board

CA Sachindra Misra
Partner
Membership No. - 073776

Surendra Kumar Surana
Director
DIN: 00340866

Shubh Karan Surana
Director
DIN: 00341082

CS Heena Garg
Company Secretary

Jaipur
May 20, 2016

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COMPUCOM SOFTWARE LIMITED

CIN:-L72200RJ1995PLC009798
Registered Office: IT - 14-15, EPIP, Sitapura, Jaipur - 302 022
Venue: **"KRISHNA AUDITORIUM"**, Compucom Institute of Technology & Management Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur- 302 022 (Rajasthan)
Twenty Second Annual General Meeting on Friday, September 9, 2016

ATTENDANCE SLIP

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

DP Id ____________________________

Client Id ____________________________ Folio No ____________________________
(For shares held in Demat Form) (For shares held in Physical Form)

Name of Member ____________________________

No. of Shares held ____________________________

Name of Proxy ____________________________
(To be filled in only when a Proxy attends the Meeting)

I hereby record my presence at the Twenty Second Annual General Meeting being held on Friday, September 9, 2016 at **"KRISHNA AUDITORIUM"**, Compucom Institute of Technology & Management Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur- 302 022 (Rajasthan)

Signature of the Shareholder/Proxy/
Authorized representative

NOTES: -
1. Shareholder/Proxy holder wishing to attend the Meeting must bring this attendance slip, duly signed, to the Meeting and hand it over at the entrance.
2. Shareholder/Proxy holder desiring to attend the Meeting should bring his/her copy of Annual Report for reference at the Meeting.

COMPUCOM SOFTWARE LIMITED

CIN:-L72200RJ1995PLC009798
Registered Office : IT - 14-15, EPIP, Sitapura, Jaipur - 302 022
Venue: **"KRISHNA AUDITORIUM"**, Compucom Institute of Technology & Management Compound, in front of Compucom Software Limited office, SP-5, EPIP, RIICO Industrial Area, Sitapura, Jaipur- 302 022 (Rajasthan)
Twenty Second Annual General Meeting on Friday, September 9, 2016

FORM OF PROXY

Name of the member(s) : ____________________________

Registered Address : ____________________________

E-mail ID: ____________________________ Folio No/*Client ID/*DPID: ____________________

I / We, being member(s) of ________ shares of Compucom Software Limited, hereby appoint:

1. ____________________ of ____________________ having e-mail id ________________ of failing him;
2. ____________________ of ____________________ having e-mail id ________________ of failing him;
3. ____________________ of ____________________ having e-mail id sign ________________ as my/our proxy to vote

for me/us on my/our behalf at the Meeting of shareholders of Compucom Software Limited to be held on Friday, September 9, 2016 at 12.15 P.M. and at any adjournment thereof in respect of such relations as indicated below:

Resolution No.	Resolution	Vote (Please mention No. of Shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2016.			
2.	Declaration of dividend.			
3.	Re-appointment of Mr. Ajay Kumar Surana as Director.			
4.	Ratification of the appointment M/s. S. Misra & Associates, Statutory Auditors and to fix their remuneration for the financial year 2016-17.			
Special Business				
5.	Appointment of Mr. Ghisa Lal Chaudhary as an Independent Director.			
6.	Appointment of Dr. Satish Kumar as an Independent Director.			
7.	Re-appointment of Mr. Rajendra Prasad Udawat as an Independent Director.			
8.	Re-appointment of Dr. Anjila Saxena as an Independent Director.			
9.	Amendment of Article of Association of the Company			

Dated this _______ day of ____________ 2016.

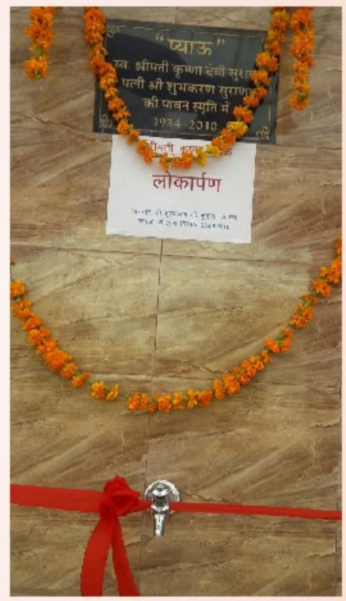
Signature of proxy holder

Note:
1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. A Proxy need not be a Member.
3. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.

Revenue stamp of 1 Re

Signature of Shareholder /first named holder

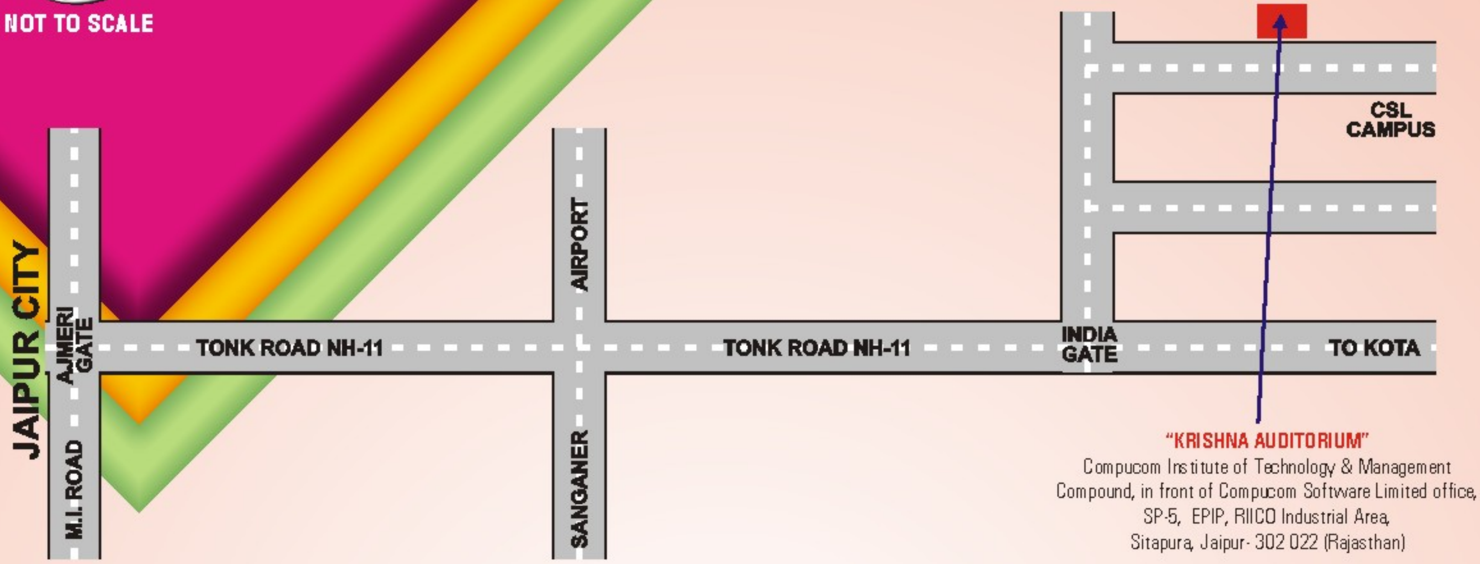

राज्य स्तरीय
22 वाँ भामाशाह सम्मान समारोह
28 जून, 2016


"प्याऊ"
की पावन स्मृति में
1934-2010
लोकार्पण

BOOK-POST

Route Map to the Venue of the Twenty Second Annual General Meeting of Compucom Software Limited to be held on Friday, September 9, 2016

NOT TO SCALE



INDIA LOCATIONS

Compucom Software Limited

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

Bihar Office:
Sarnagat House,
M3/15, Srikishnapuri
PS Srikrishnapuri, Patna
Bihar, India
Tel. : +91-77810-16750

ISO 9001 REGISTERED
DNV Certification B.V. The Netherlands

OVERSEAS LOCATIONS

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

A CMM LEVEL 3 COMPANY

Visit us at : www.compucom.co.in