







# Informed Technologies India Limited

CIN No. : L99999MH1958PLC011001

Nirmal, 20<sup>th</sup> Floor,  
Nariman Point,  
Mumbai - 400 021. (India)  
Tel. : +91-22-22023055  
+91-22-22023066  
Fax : +91-22-22043162  
www.informed-tech.com

## Form A

(Pursuant to Clause 31(a) of the Listing Agreement)

1	<b>Name of the Company:</b>	Informed Technologies India Limited Regd Address- 20, "Nirmal" Nariman Point, Mumbai 21
2	<b>Annual financial statements for the year ended</b>	March 31, 2015
3	<b>Type of Audit observation</b>	Un-qualified Audit Report
4	<b>Frequency of observation</b>	Not Applicable
5	<b>Signed by:</b> <b>Gautam Khandelwal</b> (Chairman)  <b>Suelve Gautam Khandelwal</b> (Executive Director)  <b>Nimis Sheth</b> (Audit Committee Chairman)  <b>Roshan Dsouza</b> (CFO)  <b>Auditor of the Company</b>	    Refer to our Audit Report dated 28 <sup>th</sup> May, 2015 On the standalone financial statements of the Company. <b>For M.V.Ghelani &amp; Co.</b> Chartered Accountants Firm Regn. No. 119077W  <b>M.V.Ghelani</b> Memb. No.031105 Proprietor Mumbai, 28th May, 2015 

# **INFORMED TECHNOLOGIES INDIA LIMITED**

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**57<sup>th</sup> ANNUAL REPORT 2014-2015**

**BOARD OF DIRECTORS**

Mr. Gautam P. Khandelwal	<i>Non-Executive Chairman</i>
Mrs. Suelve Gautam Khandelwal	<i>Additional Director (Executive)</i>
Mr. Ajay Kumar Swarup	<i>Independent Director</i>
Mr. Nimis Sheth	<i>Independent Director</i>

**COMPANY SECRETARY**

Ms. Reena Yadav

**AUDITORS**

M/s. M. V. Ghelani & Co.  
*Chartered Accountants, Mumbai*

**BANKERS**

Bank of Baroda  
The Hongkong and Shanghai Banking Corporation Ltd.

**LISTED AT**

Bombay Stock Exchange Limited

**REGISTERED OFFICE**

Nirmal, 20<sup>th</sup> Floor, Nariman Point,  
Mumbai-400021.  
Cin: L99999MH1958PLC011001  
Tel No. : 022-22023055/66  
Fax No.: 022-22043162  
Email id: itil\_investor@informed-tech.com  
Website : www.informed-tech.com

**SOFTWARE DEVELOPMENT CENTRE**

Millenium Business Park, 302 & 303,  
Bldg. No. 4, Sector No. 3, TTC, MIDC,  
MAHAPE, Navi Mumbai - 400 710.  
Maharashtra, India.

**REGISTRAR & SHARE TRANSFER AGENTS**

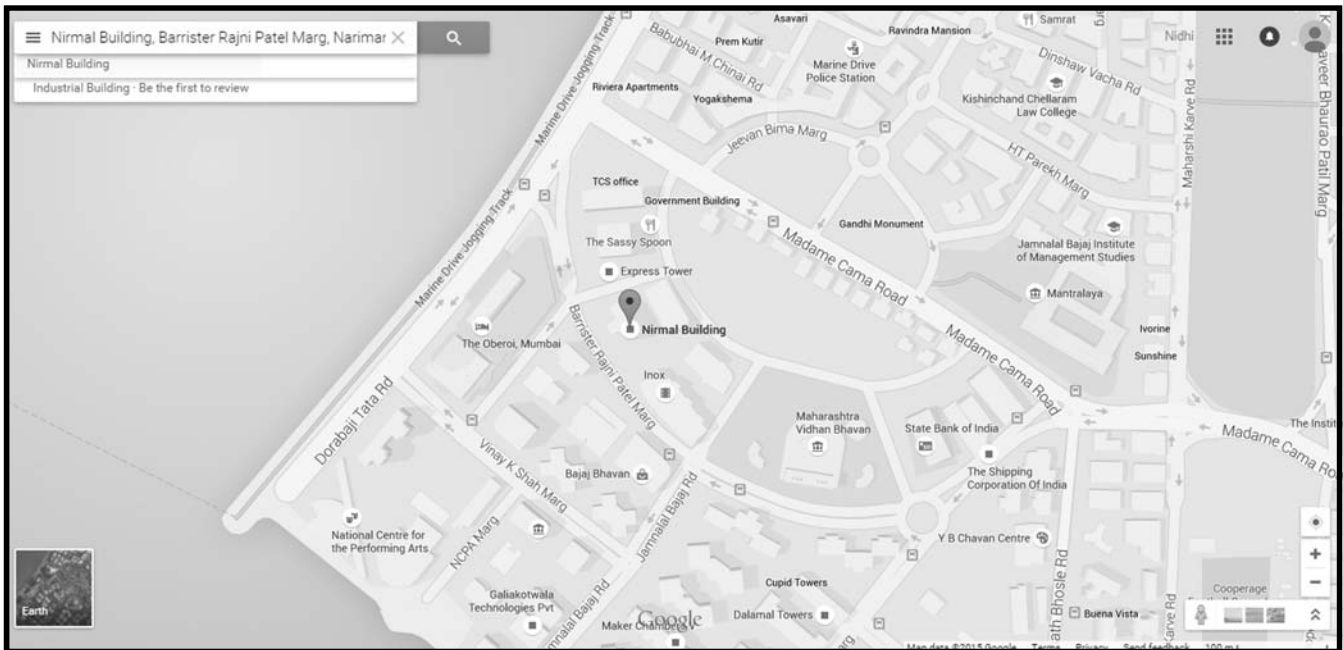
**Sharepro Services (India) Private Limited**

13AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka,  
Telephone Exchange Lane,  
Off. Andheri Kurla Road,  
Sakinaka, Andheri (East),  
Mumbai- 400072.  
Tel No.: 022-67720300/400  
Email-id: sharepro@shareproservices.com

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**As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.**

**ROUTE MAP TO THE VENUE OF THE AGM**



**NOTICE**

**NOTICE** is hereby given that the Fifty-Seventh Annual General Meeting of the Members of Informed Technologies India Limited will be held **on Thursday, September 24, 2015 at 10:30 AM** at the Registered Office Address of the Company at 20<sup>th</sup> Floor, Nirmal Building, Nariman Point, Mumbai – 21 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2015 together with the Directors Report and Auditor's Report thereon.
2. To declare dividend on Equity shares for the financial year 2014-15.
3. To appoint a Director in place of Mr. Gautam Khandelwal (DIN 00270717), who retires by rotation and, being eligible, offers himself for re- appointment.
4. To ratify the appointment of auditors of the Company, and to fix their remuneration.

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 any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or re-enactment(s) thereof and as recommended by the Audit Committee, the appointment of M/S. M. V. Ghelani & Co., Chartered Accountants, (Firm Registration No. 119077W) as the Statutory Auditors, to hold office from the conclusion of the Fifty-Seventh Annual General Meeting till the conclusion of the Fifty-Eight Annual General Meeting be and is hereby ratified at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS****5. REGULARIZATION OF APPOINTMENT OF MRS. SUELVE GAUTAM KHANDELWAL AS DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** Mrs. Suelve Gautam Khandelwal (DIN 00270811), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 01, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the company."

**6. APPOINTMENT OF MRS. SUELVE GAUTAM KHANDELWAL AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the appointment of Mrs. Suelve Gautam Khandelwal (DIN 00270811) as Whole Time Director of the Company designated as "Executive Director" for a period of 3 (three) years with effect from April 01, 2015 on the terms and conditions of appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the

Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Suelve Gautam Khandelwal (DIN 00270811), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. APPROVAL FOR LIMIT OF BORROWING UNDER SECTION 180 (1) (c)**

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

“**RESOLVED THAT** in supersession of the resolution passed earlier (if any) and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or Committee thereof to borrow (excluding temporary loans obtained from the Banks in the ordinary course of business) for the purpose of the business of the Company, such sum(s) of money (in foreign currency or Indian rupee) from time to time with or without security on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money or monies to be borrowed by the Company together with the money already borrowed and remaining outstanding at any time may exceed the aggregate of the paid-up capital and free reserves of the Company, provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time exceed Rs. 30.00 crore (Rupees Thirty crore only).”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**8. APPROVAL FOR CREATION OF CHARGES UNDER SECTION 180 (1) (a)**

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

“**RESOLVED THAT** in supersession of the resolutions passed earlier (if any) and pursuant to the provisions of section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages, charges and hypothecations, in addition to the existing mortgages, charges and hypothecations, on all or any of the movable and/or immovable properties, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the Company, in such manner as the Board may deem fit, to or in favour of all or any of the banks, financial institutions, bodies corporate, trusts, any other person(s), for securing any loan(s), debentures, bonds, or any other type of borrowing obtained or to be obtained from the banks, financial institutions, bodies corporate, trusts, any other person(s), including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein together with interest, costs, charges, liquidated damages, expenses and any other moneys payable by the Company (hereinafter referred to as “loans”); provided that the total amount for which the charge is to be created in respect of loans, under the arrangements entered into/to be entered into by the Company shall not, at any time exceed Rs. 30.00 crore (Rupees Thirty crore only).”

“**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**9. APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and applicable provisions of the listing agreement executed with the stock exchange (including any amendment, modification(s) or re-enactment thereof), consent of the members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the following related parties upto the maximum amount as mentioned herein below for the financial year 2014-2015 and for every financial year thereafter on such terms and condition as may be mutually agreed between the company and the related parties:

Sr. No.	Name of the related party	Relationship with the related party	Transactions define under section 188 of the companies Act, 2013	Maximum Value of the Transaction(s) per annum (Rs. In Lacs)
1.	Mr. Arnold Allen	Foreign Holding Company's Secretary	Availing of Services	8.50
2.	Mrs. Suelve Khandelwal	Spouse of Chairman	Apt as Executive Director	48.00
4.	Ms. Nidhi Salampuria	Group Company's Additional Director & Company Secretary	Availing of Services	2.50
6.	Nagpur Power And Industries Limited	Same Promoter Group	Re-imbursment of expenses	10.00

**"RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution."

For and on behalf of the Board

**Gautam Khandelwal**  
Chairman  
DIN NO. (00270717)

Place: Mumbai

Date: August 07, 2015

**Registered Office:**

"Nirmal" 20 Floor, Nariman Point, Mumbai 400021

CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com

**NOTES**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxies to be effective should be deposited at the Registered Office of the Company not less than 48 (FORTY EIGHT) HOURS before the commencement of the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 18, 2015 to Thursday, September 24, 2015 (both days inclusive).
5. The dividend for Financial Year 2014-15 as recommended by the Board, if approved at the AGM, will be paid to those Members whose names appear in the Company's Register of Members as on September 17, 2015. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories for this purpose.
6. The Company proposes the payment of dividend, if declared through Electronic Clearing Service (ECS) or incorporation of Bank details on the dividend warrants as furnished by the Members. Members holding shares in physical mode are advised to immediately submit ECS Mandate (attached to this Report) to the Company's Registrar & Transfer Agent, Sharepro Services (India) Private Limited in order to avail Dividend through Electronic Clearing Service (ECS) latest by September 10, 2015. This service not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/damage of dividend warrants in transit and correspondence relating to revalidation/issue of duplicate dividend warrants. Members holding shares in physical mode and who, for any reason, would not like to avail of the ECS facility being offered to such shareholders as mentioned above, are requested to furnish (if not done earlier) in the Bank mandate form (which will be made available on request), details of their Bank account no, Name of Bank and branch, which would be printed on the dividend warrants to avoid fraudulent encashment thereof. Members holding shares in physical form and desirous of availing ECS facility, should provide the bank details and 9 digits MICR code number.
7. The Company's equity shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 and the Company has paid the Annual Listing Fees to the Stock Exchanges for the FY 2015-16.
8. **In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every share holder of the company may, at any time, nominate, in the prescribed manner, a person to whom his/her shares in the company shall vest in the event of his/her death. Members, who wish to avail this facility, may fill the prescribed Form No. SH-13 (which will be made available on request) and forward the same to the Registrar and Transfer Agent, Sharepro Services (India) Private Limited.**
9. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.



10. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/ Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
11. The Directors' Report, Auditors' Report and Audited Financial Statements as at March 31, 2015 are enclosed.
12. Inspection of Documents - Copies of the Memorandum and Articles of Association of the Company and all other documents relevant for the resolutions contained in the notice will be available for inspection at the Registered Office of the Company from 11:00 AM to 1:00 PM on all working days up to the date of the Annual General Meeting.
13. In accordance with the Companies Act, 2013 read with the Rules, the Annual Reports are sent by electronic mode to those members whose email ids are registered with the company/Depositories, unless any member has requested for a physical copy for the same. For members who have not registered their email ID, physical copies are being sent by the permitted mode.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Sharepro Services (India) Private Limited for assistance in this regard.
15. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Sharepro Services (India) Private Limited /Depositories.
- 16. Process and manner for members opting for Remote e-voting are as under:**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of remote e-voting in respect of the Resolutions proposed at this AGM.

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

- (i) The remote e-voting period begins on Monday, September 21, 2015 (9:00 a.m.) and ends on Wednesday, September 23, 2015 (5:00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 17, 2015, 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) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" tab.
- (v) Now, select the "INFORMED TECHNOLOGIES INDIA LIMITED" from the drop down menu and click on "SUBMIT"
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.

- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If Demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (x) If you are a first time user follow the steps given below:

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

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 last 8 digits of the demat account/ folio number in the PAN field.</p> <p>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	<p>Enter the #Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the #Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note 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 remote 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.
- (xiii) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <INFORMED TECHNOLOGIES INDIA LIMITED> on which you choose to vote.
- (xv) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvii) 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.

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

(xix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xx) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xxi) Note for Non-individual Shareholders & Custodians:

- Corporate / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xxii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 17, 2015.
- C. Mr. Sanam Umbargikar, Partner of M/S DSM and Associates, Practising Company Secretary (M No. 26141, COP No. 9394) has been appointed as Scrutinizer for scrutinizing the remote e-voting procedure in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- E. The declared Results, alongwith the Scrutinizer's Report, will be available on the Company's corporate website [www.informed-tech.com](http://www.informed-tech.com) under the section 'Investor' and on the website of CDSL; such Results will also be forwarded to the Stock Exchange where the Company's shares are listed.
- F. The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**(a) Details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting**

[In pursuance of Clause 49 of the Listing Agreement]

<b>NAME OF DIRECTOR</b>	<b>MR. GAUTAM KHANDELWAL</b>	<b>MRS. SUELVE GAUTAM KHANDELWAL</b>
Date of Birth	01.04.1962	02.06.1964
Nationality	Indian	Indian
Date of Appointment	09.03.1988	01.04.2015
Qualifications	He holds a BA (Economics) from the University of Mumbai and studied Economics from London School of Economics.	She holds a Graduate degree from University of Delhi.
Expertise in specific functional areas	He is having about 26 years of business experience across various industries.	Business
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>1. Nagpur Power and Industries Limited</li> <li>2. Punjab Nation Bank</li> <li>3. Khandelwal Remedies P Ltd (filed for FTE)</li> <li>4. The Motwane Manufacturing Co. Pvt. Ltd.</li> <li>5. Amigo Sports Pvt. Ltd.</li> <li>6. Varroc Polymets Pvt. Ltd.</li> <li>7. Varroc Engineering Pvt. Ltd.</li> <li>8. Gras Education &amp; Training Services Pvt. Ltd.</li> <li>9. Zeppelin Investments Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Khandelwal Remedies P Ltd (filed for FTE)</li> <li>2. Zeppelin Investments Pvt. Ltd.</li> </ol>
Committee position held in other companies	<p><b>AUDIT COMMITTEE</b> Nagpur Power And Industries Limited Punjab National Bank</p> <p><b>STAKE HOLDER RELATIONSHIP COMMITTEE</b> Nagpur Power And industries Limited Punjab National Bank</p> <p><b>NOMINATION AND REMUNERATION COMMITTEE</b> Nagpur Power And Industries Limited</p>	Nil
No. of shares held in the Company	1,10,751	1,01,580

**EXPLANATORY STATEMENT****(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)****Item No. 4**

This Statement is provided though strictly not required as per Section 102 of the Act.

**RATIFICATION OF APPOINTMENT OF STATUTORY AUDITOR**

M. V. Ghelani & Co., Chartered Accountants (Firm Registration No. 119077W) was appointed as the statutory auditor of the Company at the Annual General Meeting (AGM) of the Company held on September 15, 2014, for a period of three years from the conclusion of the 56th AGM till the conclusion of the third consecutive AGM of the company to be held in the year 2017, subject to ratification of their appointment at every AGM.

Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No. 4 of the accompanying Notice.

None of the Directors and Key Managerial Personnel's of the Company or their relatives is interested in or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as an Ordinary Resolution.

**Item No. 5 & 6****REGULARIZATION OF APPOINTMENT OF MRS. SUELVE GAUTAM KHANDELWAL AS DIRECTOR OF THE COMPANY****AND****APPOINTMENT OF MRS. SUELVE GAUTAM KHANDELWAL AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

As per the provisions of Section 149 (1) of the act, the company should have atleast 1 (one) woman director. Keeping in view the above legal requirements, the Board has appointed Mrs. Suelve Gautam Khandelwal, as an Additional Director with effect from April 01, 2015. The Board has also appointed her as an Executive Director (ED) effective the same date, for a period of three years, on the terms and conditions as specified below, subject to the approval of the Members.

Mrs. Suelve Gautam Khandelwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 1,01,580 no. of equity shares in the Company.

As per the provisions of Section 161 (1) of the Act, she holds office of Additional Director only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

**A brief profile of Mrs. Suelve Gautam Khandelwal is given below:**

Mrs. Suelve Khandelwal has been the Executive Director of the Company in the past, and as such she is aware with the business operations of the company. She is the spouse of Mr. Gautam Khandelwal, Chairman of the Company.

Mrs. Suelve Khandelwal is responsible for business diversification, business process re-engineering, organizational development in the Company and had significantly contributed in past to the overall performance and growth of the Company. In recognition of her valuable contribution, the nomination and remuneration committee and the Board of Directors at its meeting held on March 28, 2015 have recommended the appointment of Mrs. Suelve Khandelwal as "Executive Director" of the Company for a period of 3 years w.e.f April 01, 2015 to March 31, 2018.

Particulars of her qualifications, brief resume, area of expertise and other details are provided in the Corporate Governance Report annexed to the Directors' Report.

The main terms and conditions of appointment of Mrs. Suelve Gautam Khandelwal (hereinafter referred to as “Executive Director”) are given below:

I.	Basic Salary	Rs. 48,00,000.00 Per Annum
II.	Perquisites/ Allowance	benefits, perquisites and allowances shall include furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs and leave travel concession for self and family including dependent, medical reimbursement for self and family, Children education allowances (at present Rs. 20,000/- per month per child), club fees and expenses, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with Companies policies and determined by the Board from time to time. The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in absence of any such rules. However, the Company's contribution to provident fund, gratuity and leave encashment at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income- tax law, shall not be included for the purpose of the overall ceiling of remuneration.
III.	Reimbursement of Expenses	Expenses incurred for travelling boarding and lodging including for her spouse and attendant(s) during business trips; and provisions of car for use on Company's business, telephone, audio and video conference facilities at residence, Internet and other communication facilities at residence, for Company's business, would not be considered as perquisites.
IV.	Commissions	Commission in any year not exceeding 3% of the net profit of the Company computed in the manner referred under Section 197(1) of the Companies Act, 2013 or any statutory modification(s) or any re-enactment thereof.
V.	Minimum Remuneration	Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of her tenure as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company may subject to requisite approvals, pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above, and within the limits laid down under Section II of Part II of Schedule V to the Companies Act, 2013.
VI.	Other Terms	The period of office of Mrs. Suelve Gautam Khandelwal shall be liable to determination by retirement of directors by rotation. If Mrs. Suelve Gautam Khandelwal is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole-time Director designated as “Executive Director” and such re-appointment as director shall not be deemed to constitute break in her appointment as Executive Director.

**General:**

- a) The Executive Director will perform her duties as such with regard to all work of the Company and she will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Executive Director will be under the overall authority of the Board of Directors of the Company.
- b) The Executive Director shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
- c) The Executive Director shall adhere to the Company's "Code of Conduct for Directors and Senior Management / Key Managerial Personnel".
- d) The office of the Executive Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

None of the Directors and Key Managerial Personnel's of the Company or their relatives except Mr. Gautam Khandelwal are interested in or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 5 & 6 for the approval of the Members as an Ordinary & a Special Resolution respectively.

**Item No. 7****APPROVAL FOR LIMIT OF BORROWING UNDER SECTION 180 (1) (c)**

Section 180(1)(c) of the Companies Act, 2013 effective from September 12, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs. 30.00 Crores (Rupees Thirty Crores only ).

None of the Directors and Key Managerial Personnel's of the Company or their relatives is interested in or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 7 for the approval of the Members as a Special Resolution.

**Item No. 8****APPROVAL FOR CREATION OF CHARGES UNDER SECTION 180 (1) (a)**

Section 180 (1)(a) of the Companies Act, 2013, provides inter alia, that the Board of Directors of the Company shall not, except with the consent of the Company through Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

Keeping in view the above legal requirements, it is necessary to pass an enabling Special Resolution to create mortgages, charges and hypothecations, in addition to the existing mortgages, charges and hypothecations, on all or any of the movable and/or immovable properties, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of the Banks and Financial Institutions, Trustees etc., for securing the requisite

finance upto a maximum of Rs. 30.00 crores (Rupees Thirty Crores only). Since mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of the Financial Institutions /Banks /Trustees may be regarded as disposal of the Company's properties /undertakings, it is necessary for the members to pass a Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 for a sum of not exceeding Rs. 30.00 crores (Rupees Thirty Crores only) in line with the borrowing powers envisaged, authorizing the Board of Directors for creation of the said mortgages/ charges.

None of the Directors and Key Managerial Personnel's of the Company or their relatives is interested in or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 8 for the approval of the Members as Special Resolution.

**ITEM NO. 9****APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

Section 188 of the Companies Act, 2013 provides that except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein. It is further provided that in case of a company having paid-up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the approval of the company by a special resolution. It is further provided that nothing in this sub-section shall apply to any transaction entered into by the company which are entered in its ordinary course of business and are at arm's length.

Prior approval of shareholders is required for the transactions that are not in the ordinary course of business and not at an arm's length basis. Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and/or at arm's length basis, still as a better corporate governance measure, it is considered desirable to have the consent of the Members in respect of related party transactions.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution.

The transactions entered with the Related Parties, were placed before the Audit Committee. The said transactions were approved and recommended to the Board.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at item No. 9 shall be entitled to vote on this Special Resolution.

None of the Directors other than those representing the related parties, Key Managerial Personnel's of the Company or their relative(s) are interested and/or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 9 for the approval of the Members as a Special Resolution.

For and on behalf of the Board

**Gautam Khandelwal**  
Chairman  
DIN NO. (00270717)

Place: Mumbai

Date: August 07, 2015

**Registered Office:**

"Nirmal" 20 Floor, Nariman Point, Mumbai 400021

CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com

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**Annexure - I to Notice of Annual General Meeting**

Statement as per Section II of Part II of Schedule V of the Companies Act, 2013:

**I. GENERAL INFORMATION:**

1	Nature of Industry	Back Office Processing Unit
2	Date or expected date of commencement of commercial production	Fresh certificate of Incorporation was received upon change of name dated August 06, 2001 and there upon the company started its IT enabled services BPO unit from the year 2002.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As per balance sheet
5	Export performance and net foreign exchange Collaborations	The entire revenue from operations is arising from export of IT enabled services.
6	Foreign investments or collaborators, if any	None

**II. INFORMATION OF APPOINTEE: MRS. SUELVE GAUTAM KHANDELWAL**

1	Background details	She holds a Graduate degree from University of Delhi.
2	Past remuneration	- N.A. -
3	Recognition or awards	None
4	Job Profile and her suitability	Overall Management of affairs of the company.
5	Remuneration proposed	Rs. 48,00,00/- per annum
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Not Available
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Promoter Director. Also spouse of Mr. Gautam Khandelwal, Chairman of the company.

**III. OTHER INFORMATION**

1	Reasons of loss or inadequate profits	Company is in a growing stage and under revenue constraints.
2	Steps taken or proposed to be taken for improvement	The Board of Directors of the Company is devoted to developing customer relationship for gaining more business from them.
3	Expected increase in productivity and profits in measurable terms	The Board is hopeful of improvements in profits in coming years.

**Directors' Report, Management Discussion and Analysis Report**

To the members,

Your Directors have pleasure in presenting their Fifty Seventh Annual Report together with the Audited Financial Statements of your Company for the Financial Year ended March 31, 2015. The Management Discussion and Analysis is also included in this Report.

**Financial Highlights**

The performance of your Company for the financial year under review is summarized below:

	(₹ in Lakhs)	
Particulars	2014-2015	2013-2014
Revenue from Operations & Other Income	423.42	381.39
Profit before exceptional and extraordinary items and tax	142.83	137.40
Less: Exceptional Items	-	-
Profit before extraordinary items and tax	142.83	137.40
Less: Extraordinary items	-	-
Profit before Tax	142.83	137.40
Less: Tax expense (Net)	40.00	38.00
Profit for the period	102.83	99.40
Proposed Dividend (including Dividend Distribution Tax)	50.18	48.78

**Dividend and Reserves**

The Directors are pleased to recommend dividend of Rs.1/- per equity share (10%) of the face value of Rs. 10/- each for the financial year ended 31st March, 2015. During the year under review, no amount was required to be transferred to General Reserve.

**Share capital**

During the year, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. There was no provision made by the company for purchase of its own shares by employee or by trustee. As on March 31, 2015, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

During the year, there was no change in the Share Capital of the Company. As on March 31, 2015, the issued, subscribed and paid up share capital of your Company stood at Rs.41, 691,000/-, comprising 4,169,100 Equity shares of Rs.10/- each.

**Directors and Key Managerial Personnel**

During the year, Mr. Arnold John Allen has resigned as a director of the Company with effect from January 29, 2015. During his tenure he has greatly contributed to the performance of the Company by his vast knowledge and experience. The Board places on record its appreciation of the invaluable contribution and guidance provided by him.

During the year, The Company appointed Mr. Nimis Sheth and Mr. Ajay Kumar Swarup as independent Director of the Company with effect from September 15, 2014.

Mr. Gautam Khandelwal retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Pursuant to the provisions of Sections 149 and 161 of the Companies Act, 2013, the Board of Directors had appointed Mrs. Suelve Gautam Khandelwal (Executive Director) as an Additional Director of the Company, with effect from April 01, 2015. In accordance with the provisions of the aforesaid section, Mrs. Suelve Gautam Khandelwal holds office up-to the date of the

ensuing Annual General Meeting of the Company. Appropriate resolutions seeking the consent of the Members of the Company for appointment of Mrs. Suelve Gautam Khandelwal as Whole Time Director designated as “Executive Director” forms part of the Notice convening the 57<sup>th</sup> Annual General Meeting. Mrs. Suelve Gautam Khandelwal is spouse of Mr. Gautam Khandelwal, Chairman of the Company.

During the year, the Company has appointed following persons as Key Managerial personnel:

Sr. No.	Name of the person	Designation	Date of Appointment
1.	Mrs. Suelve Khandelwal	Executive Director	01.04.2015
2.	Mr. Nilesh Mohite	Manager	15.09.2014
3.	Mrs. Roshan D’Souza	Chief Financial Officer	30.09.2014
4.	Ms. Reena Yadav	Company Secretary	13.08.2014

**Details of Board meetings**

During the year, the Board of Directors met 6 times, details of which are provided in the Corporate Governance report.

**Committees of the Board**

The details of the various committees of the board and their composition as on March 31, 2015 are as under:

Name of Director(s)	Audit Committee	Stakeholder Relationship Committee	Nomination & Remuneration Committee	Risk Management Committee
Mr. Nimis Savailal Seth	Chairman	Chairman	Chairman	Chairman
Mr. Gautam P. Khandelwal	Member	Member	Member	Member
Mr. Ajay Kumar Swarup	Member	Member	Member	—

**Declaration by Independent Directors (IDs)**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013.

**Nomination & Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Management Personnel and Senior Management and their remuneration. The details of the policy have been provided in the Corporate Governance Report. The details of the same is available on the Company’s website at <http://informed-tech.com/investors/corporate-governance/>

**Board Evaluation**

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors’ obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

The Chairman of the Board had one-on-one meetings with the Independent Directors and the Chairman of the Nomination and Remuneration Committee had one-on-one meetings with the Executive and Non-Executive Directors. These meetings were intended to obtain Directors’ inputs on effectiveness of Board/Committee processes.

The Board considered and discussed the inputs received from the Directors.

Further, the Independent Directors at their meeting, reviewed the performance of Board, Chairman of the Board and of Non-Executive Directors.

**Significant and material orders passed by the regulators or courts or tribunals**

There were no significant material orders passed by the regulators or courts or tribunals which may impact the going concern status and company's operations.

**Internal financial controls**

The details in respect of internal financial control and their advocacy are included in the management discussion and analysis which forms part of this Annual Report.

**Deposits**

During the year, your Company has not accepted any deposits under the provisions of Chapter V of the Companies Act, 2013 and the rules made there under.

**Subsidiary/Joint Ventures/Associate Companies**

The company does not have any Subsidiary/Joint Ventures/Associate Companies.

**Loans, guarantees or investments**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

**Management Discussion and Analysis****a) Industry Review and future outlook:**

Information Technology Business in India is expected to grow as our honorable Prime Minister Shri. Narendra Modi has started 'Digital india' project to give IT a secured position inside & outside India.

The Indian IT industry has now matured and is internationally recognized for its technical skills & trained manpower. The need for greater transparency in governance of companies in international financial markets is continuing to drive businesses in which the Company is associated as a service provider. The Indian companies are now emphasizing on improving technology and offering higher value added services. The Company is actively looking for expansion opportunities in the sector in order to drive growth in the Company.

**b) Business Review & Development and Overview of Financial Performance & Operations:**

Your Company is operating as IT enabled service provider and is a leading content provider to the securities and financial research industry. Company's Data Management techniques enable organizations to leverage their operations and help them reduce cost and turnaround time.

Your Company has also developed insight into the market segment of financial content and has developed relationships with its customers, which are well known and respected American Corporations. Further the strengthening of the US dollar has benefitted your company in terms of actual revenue realizations. However during the year, the total revenue from operational activities has decreased marginally to Rs. 249.10 Lacs as compared to Rs. 258.53 Lacs in previous year. The total income of the Company has increased to Rs.423.42 Lacs compared to Rs. 381.39 Lacs in previous year.

**c) Internal Control Systems:**

The Company has adequate internal control systems in place with reference to the financial statements. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.

The Company has also implemented Quality Management System (QMS) and has got itself registered under ISO 9001:2008 Standard.

**d) Risks, Concerns & Threats:**

The Company has a risk management committee, which meets frequently to take the stock of all the impending and immediate threats to the business and takes necessary steps for positioning of the Company to meet the same in time. Any major threats affecting the Company in general and business environment indirectly affecting the functioning of the Company are discussed with the Board from time to time.

**Statutory Auditors, their Report and Notes to Financial Statements**

M/s. M.V. Ghelani & Co., Chartered Accountants (ICAI Registration No. 119077W) were re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 56th Annual General Meeting (AGM) held on September 15, 2014 until the conclusion of the third consecutive AGM of the Company to be held in the year 2017 (subject to ratification of their appointment by the Members at every AGM held after the AGM held on September 15, 2014).

As required under the provisions of section 139(1) of the Companies Act, 2013, the Company has received a written consent from M/s. M.V. Ghelani & Co., Chartered Accountants in respect to their appointment and a Certificate, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in section 141 of the Companies Act, 2013.

The Board has recommended to ratify the re-appointment of M/s. M.V. Ghelani & Co., Chartered Accountants, Mumbai, as the Auditors to hold office from the conclusion of the ensuing 57th Annual General Meeting (AGM) till the conclusion of the next AGM.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**Secretarial Auditor**

In terms of Section 204 of the Act and Rules made there under, M/s. DSM & Associates, Practicing Company Secretary (Certificate of Practice Number : 9394) have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditor is enclosed as **Annexure I** to this report. The report is self-explanatory and do not call for any further comments.

**Related Party Transactions**

There have been no materially significant related party transactions between the Company and the Directors, the management, the key managerial personnel or their relatives except for those disclosed in the financial statements.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web link: <http://informed-tech.com/investors/corporate-governance/>

**Extract of the Annual Return**

Pursuant to the provisions of section 92(3) of Companies Act, 2013, the extract of the annual return in Form No. MGT – 9 is enclosed with the report as **Annexure II**.

**Disclosures pursuant to The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/KMP for financial year 2014-15 (Rs. In Lacs)	% increase in Remuneration in the financial year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Gautam Khandelwal Chairman and Non Executive Director	NIL	Not Applicable	**	Not Applicable
2.	Mr. Arnold John Allen *Non-Executive Director	NIL	Not Applicable	**	Not Applicable
3.	Mr. Nimish Sheth Independent Director	NIL	Not Applicable	**	Not Applicable
4.	Mr. Ajay Kumar Swarup Independent Director	NIL	Not Applicable	**	Not Applicable
5.	Mr. Nilesh Mohite*** Manager	4.33	Not Applicable	Not Applicable	PAT increased by 3.45% during the financial year 2014-15.
6.	Mrs. Roshan Dsouza*** Chief Financial Officer	2.50	Not Applicable	Not Applicable	
7.	Ms. Reena Yadav*** Company Secretary and Compliance Officer	2.39	Not Applicable	Not Applicable	

\* Mr. Arnold John Allen has resigned on January 29, 2015

\*\* The Company has not paid any remuneration to any directors of the company, as such it is not comparable. Further no sitting fees has been paid to any directors during the year.

\*\*\* As Mr. Nilesh Mohite, Mrs. Roshan D'souza and Ms. Reena Yadav were appointed as a KMP only for a part of the financial year 2014-15 i.e. w.e.f. 15.09.2015, 30.09.2015 and 13.08.015 respectively, thus said information is not comparable.

**Notes:**

- i. Percentage Increase in Median remuneration of employees during the financial year 2014-2015: Around 13.00 %
- ii. Number of Permanent Employees as on March 31, 2015: 23
- iii. The explanation on the relationship between average increase in remuneration and the Company performance -  
The criteria for increase in the remuneration, amongst other things, is also related to the individual performance, the Company's performance and such other factors. The average increase in the remuneration of the employees during the F.Y 2014-15 was around 10.31%, wherein the company's performance increased by 11.02% on total revenue.

- iv. (a) Variations in the Market capitalization of the Company:  
As on March 31, 2015- Rs. 10.01 cr  
As on March 31, 2014 - Rs. 6.57 cr
- (b) price earnings ratio as at the closing date of the current financial year and previous financial year.  
As on March 31, 2015- 2.467  
As on March 31, 2014 - 2.384
- (c) percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer: The Company has not made any public issue in last 15 years.
- v. 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 exceptional circumstances for increase in the managerial remuneration if any:
- a) The average percentage increase made in the salaries of total employees other than the Key Managerial Personnel for F.Y.2015 is around 10.36%.
- b) Average increase in the Remuneration of the Key Managerial Personnel: Please refer above given table.
- vi. The key parameters for any variable component of remuneration availed by the directors: Not Applicable.
- vii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable
- viii. Affirmation that the remuneration is as per the remuneration policy of the Company: Yes.
- B) Details of every employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

During the year under consideration, none of the employees of the company were in receipt of remuneration in excess of limits prescribed under clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence particulars as required under 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given.

**Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo**

A. Conservation of Energy: Not Applicable

B. Technology Absorption:

a. Research and Development (R & D):

The Company has not undertaken any R&D activity in the current year.

b. Technology Absorption, Adaptation and Innovation:

The Company has not imported any technology during the year.

C. Foreign Exchange earnings and outgo:

During the year, the foreign Exchange outgo was Rs. 34.53 Lakhs (Previous year – Rs. 24.11 Lakhs). The Foreign exchange earning was Rs. 249.10 Lakhs (Previous year Rs. 258.53 Lakhs).

**Corporate Social Responsibility (CSR)**

Since the CSR norms are not applicable to the Company hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

**Vigil Mechanism and Whistle Blower Policy**

The company has adopted a Vigil Mechanism and Whistle Blower Policy to provide a mechanism for the directors and employees to report genuine concerns about any unethical behavior, actual or suspected fraud or violations of the company's code of conduct. The provisions of this policy are in line with the provisions of Section 177 (9) of the Act. The policy can be accessed on the company's website at following link <http://informed-tech.com/investors/corporate-governance/>

**Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

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 2014-2015.

Sr. No.	No. of Complaint received	No. of Complaints disposed off
1	Nil	N.A.

**Risk Management**

In terms of the requirement of the Act, the Company has developed and implemented the Risk Management system whereby a Risk Management Committee has been constituted to manage, monitor and report on the principal risks and uncertainties that can impact the ability to achieve the Company's strategic objectives. The Committee periodically submits its Report to the Board on various issues along with its recommendations and comments for Board's review and necessary action.

**Material Changes**

There were no material changes and commitments affecting the financial position of the company, which have occurred between the end of the financial year of the company to which this report relates and the date of the report except as otherwise mentioned in this director report, if any.

There had been no changes in the nature of company's business. To the best of information and assessment there has been no material changes occurred during the financial year generally in the classes of business in which the company has an interest except as otherwise mentioned in this director report, if any.

**Directors' Responsibility Statement**

Pursuant to Section 134 (3) (c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;



- iii) they have taken proper and sufficient care to the best of their knowledge and ability, for the 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 fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems.

## **Corporate Governance**

As per SEBI circular dated September 15, 2014 (Circular No.- CIR/CFD/POLICY CELL/7/2014) Compliance with the Provisions of revised Clause 49 of the Listing Agreement is not mandatory to your Company w.e.f. October 01, 2014 but as the Corporate Governance was applicable to your company till September 30, 2014, as such board had decided to submit the corporate governance report and certificates as required for the financial year 2014-2015 as **Annexure III** to the Directors' Report.

## **Acknowledgements**

Your Board of Directors wish to place on record their appreciation for the whole-hearted co-operation received by the Company from the Shareholders, various Government departments, Business Associates, Company's Bankers and all the employees during the year.

For and on behalf of the Board

Place: Mumbai

Date: May 28, 2015

**Gautam Khandelwal**

Chairman

DIN NO. (00270717)

**Annexure I****SECRETARIAL AUDIT REPORT****For the Financial Year ended 31<sup>st</sup> March, 2015**

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

**To,****The Members of****Informed Technologies Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Informed Technologies India Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit 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 **Informed Technologies India Limited'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 31<sup>st</sup> March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, 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 **Informed Technologies India Limited** (the Company) for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under
- (iii) The Depositories Act, 1996 and the regulations and bye laws framed there under
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
  - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other specifically applicable laws to the Company during the period under review;

- (i) Income Tax Act, 1961;
- (ii) Chapter V of the Finance Act, 1994 (Service Tax);
- (iii) Public Liability Insurance Act, 1991;
- (iv) Registration Act, 1908;
- (v) Indian Stamp Act, 1899;
- (vi) Indian Contract Act, 1872;
- (vii) Negotiable Instrument Act, 1881;
- (viii) Information Technology Act, 2000;
- (ix) Prevention of Money Laundering Act, 2002;
- (x) Consumer Protection Act, 1986;

We have also examined compliance with the applicable clause 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 Bombay Stock Exchange.

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

We further report that

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

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

Majority decision is carried through while the dissenting members' views were 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.

***For DSM & Associates,  
Company Secretaries***

***CS Sanam Umbargikar  
Partner  
M.No.26141.  
CoP No.9394.***

Date: 28<sup>th</sup> May, 2015.

Place: Mumbai.

**Annexure II  
FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L99999MH1958PLC011001
2.	Registration Date	07.01.1958
3.	Name of the Company	Informed Technologies India Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	Nirmal, 20 <sup>th</sup> Floor, Nariman Point, Mumbai – 400021 Tel: 91-22-22023055, Fax: 91-22-22043162 Email: cs@informed-tech.com
6.	Whether listed company	Listed on BSE Ltd. (BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharepro Services (India) Pvt. Ltd 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka, Telephone Exchange Lane, Off. Andheri Kurla Road, Andheri (East), Mumbai – 400072. Tel No. 91-22-677200300/400 Email: sharepro@shareproservices.com

**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)

Sr. No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Data Processing	63111	58.83%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and Address of The company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of share held	Applicable Section
1.	Khandelwals Limited 10, Orange Street, London, UK , WC2H7DQ	Foreign Company	Holding Company	64.24%	2 (46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									
<b>(1)Indian</b>									
a) Individual/ HUF	448061	0	448061	10.75	448061	0	448061	10.75	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1)</b>	448061	0	448061	10.75	448061	0	448061	10.75	0
<b>(2)Foreign</b>									
a) NRI/ Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	00	0	0
c) Bodies Corporate	2678220	0	2678220	64.24	2678220	0	2678220	64.24	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2)</b>	2678220	0	2678220	64.24	2678220	0	2678220	64.24	0
<b>Total Share holdings of Promoter</b>									
<b>(A) = (A) (1) + (A) (2)</b>	3126281	0	3126281	74.99	3126281	0	3126281	74.99	0
<b>B. Public Shareholding</b>									
<b>(1)Institutions</b>									
a) Mutual Funds	0	60	60	0.00	0	60	60	0.00	0
b) Banks / FI	10	1080	1090	0.03	10	1080	1090	0.03	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	385380	0	385380	9.24	385380	0	385380	9.24	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	385390	1140	386530	9.27	385390	1140	386530	9.27	0
<b>(2)Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	7441	3850	11291	0.27	9112	3850	12962	0.31	0.40
ii) Overseas	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	176119	369000	545119	13.08	174625	367490	542115	13.00	(0.08)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	85254	10550	95804	2.30	85254	10550	95804	2.30	0
c) Others (specify)									
NRI (Rep)	100	300	400	0.01	1433	300	1733	0.04	0.03
NRI (Non Rep)	1875	1800	3675	0.09	1875	1800	3675	0.09	0
<b>Sub-total (B) (2)</b>	<b>270789</b>	<b>385500</b>	<b>656289</b>	<b>15.74</b>	<b>272299</b>	<b>383990</b>	<b>656289</b>	<b>15.74</b>	<b>0</b>
<b>Total Public Share holdings</b>									
<b>(B) = (B) (1) + (B) (2)</b>	<b>656179</b>	<b>386640</b>	<b>1042819</b>	<b>25.01</b>	<b>657689</b>	<b>385130</b>	<b>1042819</b>	<b>25.01</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>3782460</b>	<b>386640</b>	<b>4169100</b>	<b>100.00</b>	<b>3783970</b>	<b>385130</b>	<b>4169100</b>	<b>100.00</b>	<b>0</b>

**ii) Shareholding of Promoter:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding 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	Gautam P Khandelwal	110751	2.66	0	110751	2.66	0	0
2	Suelve G Khandelwal	101580	2.44	0	101580	2.44	0	0
3	Geeta P Khandelwal	115040	2.76	0	115040	2.76	0	0
4	Sia G Khandelwal	40250	0.97	0	40250	0.97	0	0
5	Tara G Khandelwal	40190	0.96	0	40190	0.96	0	0
6	Uday Siddharth Khandelwal	40250	0.97	0	40250	0.97	0	0
7	Khandelwals Limited	2678220	64.24	0	2678220	64.24	0	0
	<b>Total</b>	<b>3126281</b>	<b>74.99</b>	<b>0</b>	<b>3126281</b>	<b>74.99</b>	<b>0</b>	<b>0</b>

**iii) Change in Promoters' Shareholding:** (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	<b>3126281</b>	<b>74.99</b>	<b>3126281</b>	<b>74.99</b>
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	*	*	*	*
At the end of the year	<b>3126281</b>	<b>74.99</b>	<b>3126281</b>	<b>74.99</b>

\* There is no change in the total shareholding of promoters between 01.04.2014 and 31.03.2015.

**iv) Shareholding Pattern of top ten Shareholders:** (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders *	Shareholding at the beginning of the year (01.04.2014)		Shareholding at the end of the year (31.03.2015)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Life Insurance Corporation Of India	384750	9.2286	384750	9.2286
2	Bhagwat Devidayal	12414	0.2978	12414	0.2978
3	Uday Acharya	10550	0.2531	10550	0.2531
4	Chandraprakash Kabra	8643	0.2073	8643	0.2073
5	Devendra Khanduri	6550	0.1571	6550	0.1571
6	Gulab Nihalchand Jain	6168	0.1479	5400	0.1295
7	Samta Engineer	5130	0.1230	5130	0.1230
8	Thakker Bhupendra	4817	0.1155	4817	0.1155
9	Ashalata Gupta	4510	0.1082	4510	0.1082
10	Yogesh Harkishanlal Mandalia	4500	0.1079	4495	0.1078

\* 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 and Key Managerial Personnel:

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>A</b>	<b>DIRECTORS</b>				
	Gautam P Khandelwal (Non –Executive Director)	110751	2.66	110751	2.66
	Ajay Kumar Swarup (Independent Director)	72840	1.75	72840	1.75
	Arnold John Allen (Non-Executive Director) (Resigned w.e.f. 29.01.2015)	Nil	Nil	Nil	Nil
	Nimis Sheth (Independent Director w.e.f 15.09.2015)	1000	0.02	1000	0.02
<b>B</b>	<b>Key Managerial Personnel</b>				
	Nilesh Mohite (Manager w.e.f. 15.09.2014)	Nil	Nil	Nil	Nil
	Roshan D'Souza (Chief Financial Officer w.e.f. 30.09.2014)	Nil	Nil	Nil	Nil
	Reena Yadav (Company Secretary and Compliance Officer w.e.f. 13.08.2014)	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	22,39,302	0	0	22,39,302
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	22,39,302	0	0	22,39,302
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	6,15,186	0	0	6,15,186
<b>Net Change</b>	6,15,186	0	0	6,15,186
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	16,24,116	0	0	16,24,116
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	16,24,116	0	0	16,24,116



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lacs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager
		Mr. Nilesh Mohite Manager (w.e.f. 15.09.2014)
1	Gross salary	4.33
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	
2	Stock Option	
3	Sweat Equity	
4	Commission- as % of profit- others, specify...	
5	Others, please specify	
	Total (A)	4.33
	Ceiling as per the Act	Minimum Yearly Remuneration as per Schedule V Part II based on Effective Capital of the Company is Rs. 30 Lakhs (excluding Contribution to Provident Fund, Gratuity and Encashment of Leave as per Rules of the Company)

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

Note: No Remuneration was paid to any director of the company during the FY 2014-15.

**C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD**

(Rs. In Lacs)

SN	Particulars of Remuneration	Key Managerial Personnel		
		Reena Yadav Company Secretary (w.e.f. 13.08.2014)	CFO* Roshan Dsouza (w.e.f. 30.09.2014)	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	2.39	2.50	4.89
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit others, specify...			
5	Others, please specify			
	<b>Total</b>	<b>2.39</b>	<b>2.50</b>	<b>4.89</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure III

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON THE CORPORATE GOVERNANCE

Informed Technologies India Limited believes in adopting the best practices in the area of Corporate Governance and follows the principles of fair representation, full disclosure, accountability and responsibility in all its dealings and communications with the ultimate objective of realizing and enhancing shareholder's values and protecting the rights and interests of all its stakeholders.

BOARD OF DIRECTORS

a) Composition

The Board consists of 4 (four) Directors, of these 2 (two) Directors are Independent Directors. The Chairman of the Board is Non-Executive Director.

b) Meetings of the Board

The meetings of the Board of Directors are held at least once in each quarter, scheduled well in advance and are held at the Company's registered office in Mumbai. During the Financial Year 2014-15, 6 (Six) board meetings were held. The board meetings were held on May 24, 2014; August 12, 2014; September 30, 2014; November 03, 2014; January 29, 2015 and March 28, 2015.

Attendance of each Director at the Board Meeting and the last Annual General Meeting:

Sr. No.	Name of Directors	Attendance details		
		Board Meeting		Last A.G.M
		Held	Attended	
1	Mr. Gautam P. Khandelwal	6	6	Yes
2	Mr. Ajay Kumar Swarup	6	4	No
3	Mr. Arnold Allen (resigned w.e.f. 29.01.2015)	4	1	No
4	Mr. Nimis Savailal Seth	6	6	Yes

c) Directorship of Directors in other Companies

The details of the Directors with regard to their outside Directorships, committee positions are as follows:

Sr. No.	Name of Directors	Executive/ Non-Executive/ Independent	Held in Other Indian Public Ltd Companies (1)	Outside Committee Positions Held (2)	
				Chairman	Member
1	Mr. Gautam P. Khandelwal	Non-Executive	Two	One	Three
2	Mr. Ajay Kumar Swarup	Independent	Eight	Nil	Nil
3	Mr. Arnold Allen (resigned w.e.f. 29.01.2015)	Non – Executive	Nil	Nil	Nil
4	Mr. Nimis Savailal Seth	Independent	One	Two	Nil

Notes:

1. Directorship excludes Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.
2. Chairmanship /Membership only include Audit Committee and Stakeholders Relationship Committee.

**d) Familiarization of Independent Directors**

All new Independent directors inducted on the Board are given an orientation. Presentations are made by the senior management giving an overview of the Company's operations and services, group structure and subsidiaries, Board constitution and guidelines, matters reserved for the Board, and the major risks and risk management strategy.

**e) Meeting of Independent Directors**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on March 18, 2015, without the attendance of Non-Independent Directors and members of the management.

**f) Detail of Directors being appointed and re-appointed**

The details of the Directors retiring by rotation, and being eligible and who offers themselves for re-appointment at the ensuing Annual General Meeting, are mentioned below as required under Clause 49 of the Listing Agreement:

Mr. Gautam Khandelwal, aged 53 years holds Bachelor's Degree in Economics from the University of Mumbai and has studied Economics from London School of Economics. He is having around 26 years of business experience across various industries. He is also on Board of Nagpur Power & Industries Limited, Khandelwal Remedies Private Limited, Zeppelin Investments Private Limited, Amigo Sport Private Limited, The Motwane Manufacturing Company Private Limited, Varroc Polymers Private Limited, Varroc Engineering Private Limited, Punjab National Bank and Khandelwals Limited, London.

Mrs. Suelve Khandelwal, aged 51 years holds a graduate degree from the University of Delhi. She is responsible for business diversification, business process re-engineering, organizational development in the Company and had significantly contributed in past to the overall performance and growth of the Company. She is also on Board of Khandelwal Remedies Private Limited, Zeppelin Investments Private Limited and Khandelwal Limited, London.

**g) Code of Conduct**

The Company has laid down code of conduct applicable to all Board of Directors, Senior Management and Key Managerial Personnel of the Company and all have confirmed compliance of the code of conduct. A declaration to this effect, duly signed by the Chairman is annexed hereto.

**BOARD COMMITTEES****1) Audit Committee**

The Audit Committee has been re-constituted in line with the provisions of Section 177 of the Companies Act, 2013 and applicable clause of Listing Agreement. The Audit Committee comprise of Mr. Nimis Sheth (Chairman), Mr. Ajay Kumar Swarup (Member) and Mr. Gautam Khandelwal (Member) as on this date. The members of the Committee have the relevant experience in the field of finance, banking and accounting. Statutory Auditor of the Company and Internal Auditor are invitee to the Audit Committee Meeting.

The scope and terms of reference and working of the Audit Committee are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. As on March 31, 2015, these confirm to the requirements of Section 177 of the Companies Act, 2013 and applicable clause of Listing Agreement.

The Company Secretary acts as the Secretary of the Committee. The Committee met 4 (four) times during the year

under review. The meetings were held on May 24, 2014; August 12, 2014; November 03, 2014 and January 29, 2015.

Sr. No.	Name of Directors	No. of Meetings	
		Held	Attended
1	Mr. Nimis Sheth - Chairman	4	4
2	Mr. Ajay Kumar Swarup	4	4
3	Mr. Gautam P. Khandelwal	4	4
4	Mr. Arnold John Allen(resigned w.e.f. 29.01.2015)	1	1

*Note: Mr. Arnold John Allen ceased to be a member of the Committee effective May 25, 2014.*

## 2) Nomination and Remuneration Committee

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board on May 24, 2015 renamed and re-constituted the then Remuneration Committee into the Nomination and Remuneration Committee w.e.f May 25, 2014.

The purpose of the Committee is to oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as EDs, NEDs and IDs consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM of the shareholders.

The Committee also discharges the Board's responsibilities relating to compensation of the Company's EDs and senior management. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programmes for EDs and the senior management. The Committee reviews and recommends to the Board, to approve for the EDs, the base salary, incentives/commission, other benefits, compensation or arrangements and executive employment agreements.

The Committee further coordinates and oversees the annual self-evaluation of the performance of the Board, Committees'and of individual Directors.

The Nomination and Remuneration Policy of the Company's can be accessed at the Web link: <http://informed-tech.com/investors/corporate-governance/>

Although no remuneration was paid to any director during the financial year 2014-15, the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

The Nomination and Remuneration Committee comprise of of Mr. Nimis Sheth (Chairman), Mr. Ajay Kumar Swarup (Member) and Mr. Gautam Khandelwal (Member) as on this date. The Committee met 4 (four) times during the year under review. The meetings were held on May 24, 2014; August 12, 2014; September 30, 2014 and March 28, 2015.

Sr. No.	Name of Directors	No. of Meetings	
		Held	Attended
1	Mr. Gautam P. Khandelwal – (Chairman till 24.05.2014)	4	4
2	Mr. Ajay Kumar Swarup	4	2
3	Mr. Arnold Allen(resigned w.e.f. 29.01.2015)	1	1
4	Nimis Sheth (Chairman from 25.05.2014)	4	4

*Note: Mr. Arnold John Allen ceased to be a member of the Committee effective May 25, 2014.*

**3) Stakeholders Relationship Committee**

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board re-named the then “Share Transfer And Investor Grievance Committee” as the “Stakeholders Relationship Committee”.

The purpose of the committee is to consider and resolve the grievances of the security holders of the company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

The Stakeholders Relationship Committee comprise of Mr. Nimis Sheth (Chairman), Mr. Ajay Kumar Swarup (Member) and Mr. Gautam Khandelwal (Member) as on this date. During the year, the Committee met from time to time to approve transfers, transmission of shares, issue duplicate/rematerialized shares and consolidation and splitting of share certificates, to review shareholders correspondence including complaints received from various stakeholders and its redressal.

Name and designation of Compliance Officer: Ms. Reena Yadav- Company Secretary

**Details of Shareholders' Complaints:**

Shareholders / Investors Complaints	Complaint Nos.
Complaints as on April 1, 2014	Nil
Complaints received during 2014-15	Nil
Complaints not solved to the satisfaction of shareholders	Nil
Complaints pending as on March 31, 2015	Nil

The Company attends to investors & shareholders grievances within 15 days from the date of receipt of the same.

**4) Risk Management Committee**

In terms of Clause 49 of the Listing Agreement and the Companies Act, 2013, the Company has constituted a Risk Management Committee for framing, implementing and monitoring the risk management policy of the Company.

The role of the committee is to monitor and review the risk assessment, mitigation and risk management plan for the company from time to time.

The Risk Management Committee comprise of Mr. Nimis Sheth (Chairman) and Mr. Gautam Khandelwal (Member) as on this date.

**PAST ANNUAL GENERAL MEETINGS**

Details of the last three Annual General Meetings held are given below:

Financial Year	Date, Time and Venue	Special Resolutions passed
2011-2012	August 30, 2012 at 11:00 AM Orchid & Tulip, World Trade Centre, Centre One, 1st Floor, Cuffe Parade, Mumbai-400005.	3 Special Resolution were passed unanimously by show of hands
2012-2013	September 26, 2013 at 11:00 AM Orchid & Tulip, World Trade Centre, Centre One, 1st Floor, Cuffe Parade, Mumbai-400005.	4 Special Resolution were passed unanimously by show of hands
2013-2014	September 15, 2014 at 11:00 AM Orchid & Tulip, World Trade Centre, Centre One, 1st Floor, Cuffe Parade, Mumbai-400005.	No special Resolution was passed

**Postal Ballot**

During the year, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, **2 (two) special resolutions** were passed by way of postal ballot for the following mentioned item and the results of the same were declared on September 30, 2015:

Sr. No.	Particular/ Purpose	Vote in favour (including evoting & ballot form)		Vote Against (including evoting & ballot form)	
		No. of votes	% to total votes	No. of votes	% to total votes
1	Increase in the limit to make loans or investments, give guarantee or provide security or acquire securities	334038	99.9997%	1	0.0003%
2	Authorization for related party transactions	334038	99.9997%	1	0.0003%

There were in total two invalid votes received.

The company had appointed Mrs. Amisha Jain, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The results of the postal ballot were declared by the Chairman/ authorized officer. The date of declaration of the result by the company is deemed to be the date of passing of the resolution.

None of the businesses proposed to be transacted at the ensuing AGM requires passing a special resolution through postal ballot.

**DISCLOSURES**

- Clause 49 of the listing agreement is not applicable to the company w.e.f. October 01, 2014.
- The disclosures with regard to transactions with related parties are given in **Note No. 26** of the audited financial statements for the year ended March 31, 2015. The Audit Committee has reviewed these transactions as mandatory required under Clause 49 of the Listing Agreement.
- There were no instances of non-compliance, penalties, strictures imposed on the Company by Stock Exchange, SEBI or any statutory authority on any matter related to capital markets, during the last three years.
- The Company has constituted Vigil Mechanism/ Whistle Blower Policy, the details of the same is given in the Directors report.
- The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors, Senior Management & Key Managerial Personnel and other designated employees of the company.
- The Company has complied with mandatory requirements of Listing agreement and Companies Act, 2013.

**MEANS OF COMMUNICATION**

- The quarterly un-audited results were published in Financial Express and Mahanayak, in accordance with the requirement of the Listing Agreement.
- Annual audited financial results were published in Financial Express and Mahanayak. These are not sent individually to the shareholders. No presentations were made to institutional investors or to the analysts.
- Also published on the Company's Website at [www.informed-tech.com](http://www.informed-tech.com)

**GENERAL SHAREHOLDERS INFORMATION**

**(a) Annual General Meeting:**

Date : September 24, 2015 - Thursday  
 Time : 10:30 AM  
 Venue : 20<sup>th</sup> Floor, Nirmal Building, Nariman Point, Mumbai - 21

**(b) Financial Calendar (April 1, 2015 to March 31, 2016):**

Adoption of Quarterly results for **(Tentative)**  
 First quarter results : On or before August 14, 2015  
 Second quarter results : On or before November 14, 2015  
 Third quarter results : On or before February 14, 2016  
 Fourth quarter and Annual results : On or before May 30, 2016

**(c) Date of Book closure** : Friday, September 18, 2015 to Thursday, September 24, 2015  
 (both days inclusive)

**(d) Dividend Payment Date** : On or before October 24, 2015

**(e) Listing details:**

Stock Exchange : Bombay Stock Exchange Limited,  
 Phiroze Jeejeebhoy, Dalal Street, Mumbai - 400001.  
 Scrip Code : 504810  
 ISIN Number : INE123E01014 – NSDL & CDSL

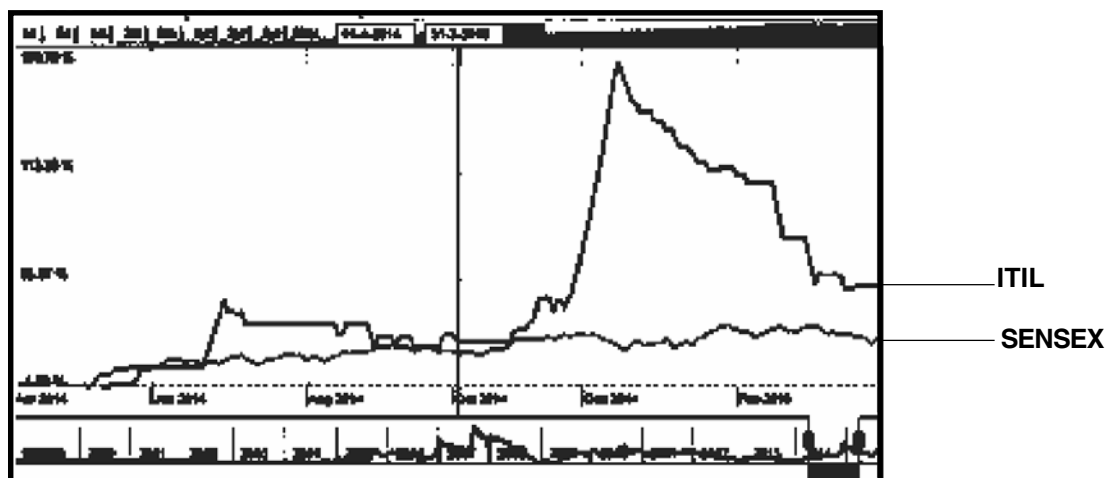
**(f) Market Price Data:**

High/Low price and volume of the Company's shares at BSE during each month in Financial Year 2014-15 is as follows:

Month	High Price	Low Price	Volume ( Shares)
<b>Apr-14</b>	-	-	-
<b>May-14</b>	17.30	14.75	3,772
<b>Jun-14</b>	22.95	18.00	1,722
<b>Jul-14</b>	21.85	20.80	569
<b>Aug-14</b>	20.90	19.90	1,154
<b>Sep-14</b>	19.95	18.05	1,985
<b>Oct-14</b>	20.40	19.50	270
<b>Nov-14</b>	25.90	20.80	4,805
<b>Dec-14</b>	43.50	27.15	7,559
<b>Jan-15</b>	37.15	33.85	706
<b>Feb-15</b>	33.35	28.10	1,410
<b>Mar-15</b>	26.70	23.80	1,451



(g) Performance in comparison to broad-based indices such as BSE SENSEX.



(h) Registrar and Transfer Agent:

**Sharepro Services (India) Pvt. Ltd.**

13AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka, Telephone Exchange Lane,  
Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai- 400072  
Tel No.: 022-67720300/400  
Email-id: sharepro@shareproservices.com

(i) **Share Transfer System:**

Share transfer in physical form are registered and returned within a period of 7 to 15 days from the date of receipt in case documents are complete in all respects.

(j) **Distribution of Shareholding as on March 31, 2015 is as under:**

No. of shares	No. of Shareholders	%	No. of Shares	%
Upto 500	3,323	95.16%	363,543	8.72%
501-1000	96	2.75%	70,102	1.68%
1001-2000	42	1.20%	55,618	1.33%
2001-3000	7	0.20%	15,421	0.37%
3001-4000	4	0.11%	13,964	0.33%
4001-5000	4	0.11%	17,894	0.43%
5001-10000	4	0.11%	25,723	0.62%
10001 and above	12	0.34%	3,606,835	86.51%
TOTAL	3,492	100.00%	4,169,100	100.00%

**(k) Shareholding Pattern as on March 31, 2015 is as under:**

Sr. No.	Category	No. of Shares held	% of Shareholding
1	Indian Promoters	448,061	10.75%
2	Foreign Promoters	2,678,220	64.24%
3	Mutual Funds/UTI	60	0.00%
4	Financial Institutions/Banks	1,090	0.03%
5	Insurance Companies	385,380	9.24%
6	Private Bodies Corporate	12,962	0.31%
7	Indian Public	637,919	15.30%
8	NRI/OCBs	5,408	0.13%
	<b>TOTAL</b>	<b>4,169,100</b>	<b>100.00%</b>

**(l) Dematerialization of shares as on March 31, 2015 is as under:**

Particulars	No. of shares	% to Capital
Dematted		
National Securities Depository Limited	3,735,661	89.60 %
Central Depository Securities Limited	48,309	1.16 %
Physical	385,130	9.24 %
<b>Total</b>	<b>4,169,100</b>	<b>100.00%</b>

**(m) Outstanding GDR's/ADR's/Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs and there are no warrants or any Convertible instruments.

**(n) Software Development Centre:**

The Business Process Outsourcing operations are carried out from Millennium Business Park, Unit No. 302 & 303, Building No. 4, Sector 3, TTC, MIDC, Mahape, Navi Mumbai-400 710.

**(o) Name and Designation of Compliance Officer:** Ms. Reena Yadav, Company Secretary and Compliance Officer

**(p) Address for correspondence:**

The Compliance Officer

Informed Technologies India Limited

Nirmal, 20th Floor, Nariman Point, Mumbai-400021

Tel # +91-22-22023055/66, Fax # +91 22-22043162, Email id: itil\_investor@informed-tech.com

**(q) Auditors Certificate on Corporate governance:**

The Auditors Certificate on Compliance of Clause 49 of the Listing Agreement relating to Corporate Governance is given as an annexure to this report.

**(r) CEO and CFO certification:**

As required by Clause 49 of the Listing Agreement, the CEO and CFO have given appropriate certifications to the Board of Directors.

**Annexure****Declaration on compliance with Code of Conduct**

It is hereby affirmed that, the Board of Directors and Senior Management/ Key Managerial Personnel have complied with the Code of Conduct framed by the Company and a confirmation to that effect has been obtained from the Directors and Senior Management/ Key Managerial Personnel in respect of Financial Year 2014-2015.

**For Informed Technologies India Limited**

Place: Mumbai  
Date: 28<sup>th</sup> May, 2015.

Gautam Khandelwal  
Chairman  
DIN NO. (00270717)

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**Annexure****Auditors' Certificate regarding compliance of the conditions of Corporate Governance**

To,  
**The Members of  
Informed Technologies India Limited**

We have examined the compliance of conditions of Corporate Governance by Informed Technologies India Limited, for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange, (hereinafter referred to as clause 49).

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said clause. 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 and the representations made by the Directors and the Management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We state that all investor grievances were redressed within 30 days of their receipt of grievance and as on 31.03.2015 no investor Complaint is pending against the company as per the records maintained by the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M.V.Ghelani & Co.**  
Chartered Accountants  
**Firm Regn No. :-119077W**

Place: Mumbai  
Date: 28<sup>th</sup> May, 2015.

**M.V.Ghelani**  
Proprietor  
**Membership No.:-031105**

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**INDEPENDENT AUDITOR'S REPORT**

TO THE MEMBERS OF

**INFORMED TECHNOLOGIES INDIA LIMITED**

**Report on the Financial Statements**

1. We have audited the accompanying financial statements of INFORMED TECHNOLOGIES INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

**Management's Responsibility for the Financial Statements**

2. 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 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 the Accounting Standards referred specified 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**

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

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 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 the place an adequate internal financial control system over financial reporting and the operating effectiveness of the such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

4. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date

**Report On Other Legal and Regulatory Requirements**

5. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in exercise of powers conferred by sub-section 11 of section 143 of the Act, we enclose in Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
6. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as 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 account;

- d. In our opinion, the aforesaid financial 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 written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements  
- Refer Note 24 to the financial statements;
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For M.V. GHELANI & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn. No. 119077W**

**(M. V. GHELANI)  
PROPRIETOR**

**Membership No.: 031105**

Place : Mumbai

Date: 28<sup>th</sup> May, 2015.

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

Annexure referred to in paragraph 5 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of Informed Technologies India Limited on the financial statements for the year ended 31st March 2015.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a phased programme of verification which, in our opinion, is reasonable having regard to the size of the company and nature of its fixed assets. The discrepancies noticed on verification between the physical fixed assets and the books records were not material having regard to nature and size of the operations of the Company and the same have been properly dealt with in books of accounts.
- (ii) The nature of the company's operations during the year does not require it to hold inventories and as such paragraph 3 (ii) of the Companies (Auditors Report) Order, 2015 ('the Order') is not applicable.
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the paragraph 3 (iii) (a) to (b) of the order is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets and with regard to the sale of services. There are no purchases of inventory. During the course of our audit, we have not observed any continuing failure to correct any major weakness in internal controls.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the sections sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
- (vi) According to the information and explanations given to us, the maintenance of cost records were not prescribed by the Central Government under section 148(1) of the Act, for any of the activities of the Company.
- (vii) (a) According to the information and explanations given to us, and on the basis of our examination, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues applicable to it, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues.
- (b) According to the information and explanations given to us no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues, applicable to it, were in arrears, as at 31st March, 2015 for a period of more than six months from the date they become payable.

- (c) According to the information and explanations given to us, the following dues of income tax have not been deposited with the appropriate authorities on account of dispute;

Name of the Statute	Nature of dues	Demanded Amt (₹ in lacs)	Forum where dispute is pending
The Income Tax-Act, 1961 (A.Y. 2009-10)	Income-Tax, including Interest	4.66	Appellate Tribunal, Mumbai
The Income Tax-Act, 1961 (A.Y. 2010-11)	Income-Tax, including Interest	5.35	Commissioner of Income Tax (Appeals), Mumbai
The Income Tax-Act, 1961 (A. Y. 12-13)	Income-Tax, including Interest	8.48	Commissioner of Income Tax (Appeals), Mumbai

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

- (viii) The Company does not have any accumulated losses at the end of the financial Year. The Company has not incurred any cash loss during the current year and in the immediately preceding financial year.
- (ix) According to the information and explanations given to us and based on the records made available to us, the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) According to the information and explanations given to us and the records made available to us, the term loan (being car loan) obtained was applied for the purpose for which the loan was obtained.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no instances of material fraud on or by Company has been noticed or reported during the course of our audit.

**For M.V. GHELANI & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn. No. 119077W**

**(M. V. GHELANI)  
PROPRIETOR  
Membership No.: 031105**

Place : Mumbai

Date: 28<sup>th</sup> May, 2015.



**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	Note No.	As at 31st March, 2015		As at 31st March, 2014	
		₹	₹	₹	₹
<b>I EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' funds</b>					
(a) Share capital	2	41,691,000		41,691,000	
(b) Reserves and surplus	3	<u>91,174,090</u>	132,865,090	<u>86,172,085</u>	127,863,085
<b>2 Non-current liabilities</b>					
(a) Long-term borrowings	4	942,516		1,624,117	
(b) Other Long term liabilities	5	7,164,000		8,219,950	
(c) Long-term provisions	6	<u>719,137</u>	8,825,653	<u>1,007,873</u>	10,851,940
<b>3 Current liabilities</b>					
(a) Trade payables	7	2,345,407		2,350,909	
(b) Other current liabilities	8	4,187,674		3,071,843	
(c) Short-term provisions	9	<u>5,056,124</u>	11,589,205	<u>5,008,002</u>	10,430,754
<b>TOTAL</b>			<u>153,279,948</u>		<u>149,145,779</u>
<b>II ASSETS</b>					
<b>1 Non-current assets</b>					
(a) <u>Fixed assets</u>	10				
(i) Tangible assets		31,786,244		33,321,963	
(ii) Intangible assets		484,127		186,934	
(b) Non-current investments	11	62,147,056		60,540,930	
(c) Long-term loans and advances	12	<u>1,791,306</u>	96,208,733	<u>1,560,301</u>	95,610,128
<b>2 Current assets</b>					
(a) Current investments	13	46,431,711		43,901,458	
(b) Trade receivables	14	5,615,095		3,067,315	
(c) Cash and cash equivalents	15	3,569,943		2,664,985	
(d) Short-term loans and advances	16	1,454,468		3,846,413	
(e) Other current assets	17	-	57,071,215	55,480	53,535,651
<b>TOTAL</b>			<u>153,279,948</u>		<u>149,145,779</u>

Summary of Significant Accounting Policies 1

Other Notes on Financial Statements 23 to 34

Notes referred to above form an integral part of the Balance Sheet.

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

As per our report of even date attached  
For M.V.Ghelani & Co.  
Chartered Accountants  
Firm Regn. No. 119077W

M.V.Ghelani  
Memb. No.031105  
Proprietor  
Mumbai, 28th May, 2015

For and on behalf of the Board

Gautam P. Khandelwal  
DIN 00270717  
Chairman

Nimis Sheth  
DIN 00482739  
Director

Reena yadav  
(ICSI Reg.No.A36429)  
Company Secretary

Roshan Dsouza  
Chief Finance Officer

Mumbai, 28th May, 2015

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Note No.	For the Year ended 31st March, 2015 ₹	For the Year ended 31st March, 2014 ₹
I Revenue from operations	18	24,910,465	25,853,362
II Other income	19	17,431,885	12,285,303
III Total Revenue (I+II)		<u>42,342,350</u>	<u>38,138,665</u>
IV EXPENSES:			
Employee benefits expense	20	8,171,176	9,682,603
Finance costs	21	201,716	261,971
Depreciation and amortization expense	10	3,100,894	1,697,679
Other expenses	22	16,585,397	12,755,977
Total expenses		<u>28,059,183</u>	<u>24,398,229</u>
V Profit before exceptional and extraordinary items and tax (III-IV)		14,283,167	13,740,435
VI Exceptional items		-	-
VII Profit before extraordinary items and tax(V-VI)		14,283,167	13,740,435
VIII Extraordinary Items		-	-
IX Profit before tax (VII-VIII)		14,283,167	13,740,435
X Tax expense:			
(1) Current tax		4,000,000	3,800,000
(2) Deferred tax		-	-
(3) Prior period tax		-	-
(4) Excess/Short Provision for tax of prior years (Net)		-	-
Add/(Less): MAT Credit Entitlement		-	-
XI Profit for the period (IX-X)		<u>10,283,167</u>	<u>9,940,435</u>
XII Earnings per equity share			
Basic & Diluted	28	2.467	2.384
Summary of Significant Accounting Policies	1		
Other Notes on Financial Statements	23 to 34		

Notes referred to above form an integral part of the Profit & Loss Account.

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

As per our report of even date attached  
For M.V.Ghelani & Co.  
Chartered Accountants  
Firm Regn. No. 119077W

M.V.Ghelani  
Memb. No.031105  
Proprietor

Mumbai, 28th May, 2015

For and on behalf of the Board

Gautam P. Khandelwal  
DIN 00270717  
Chairman

Nimis Sheth  
DIN 00482739  
Director

Reena yadav  
(ICSI Reg.No.A36429)  
Company Secretary

Roshan Dsouza  
Chief Finance Officer

Mumbai, 28th May, 2015

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2015****1 Significant Accounting Policies:****1.1 Basis for preparation of financial statement:**

The financial statements are prepared under the historical cost convention on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

**1.2 Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent 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 recognised in the period in which the results are known/materialised.

**1.3 Fixed Assets and Depreciation:****1.3.1 Tangible Assets**

Tangible assets are stated at Cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Cost of tangible assets comprises the purchase price, borrowing cost and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to the acquisition of fixed assets that takes a substantial period of time to get ready for its intended use are also included in cost to the extent they relate to the period till such assets are put to use. Assets purchased for less than Rs. 5,000/- are not capitalised. Depreciation on tangible assets is provided on Straight Line Method and based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, except in respect of the following assets, where the useful life is exceeding those prescribed in Schedule II based on the Chartered Engineer's Valuation Certificate namely :

Furniture	1-9 years
Electrical Installation	2 years

Depreciation on assets purchased / sold during the period is proportionately charged.

**1.3.2 Intangible assets and Amortisation:**

Intangible assets are stated at Cost of acquisition, less accumulated amortisation / depletion and accumulated impairment losses, if any, are amortized over a period of 6 years or license period, whichever is lower.

**1.4 Investments:**

Investments are classified into non-current Investments and current investments. Non current investments are stated at cost and diminution in value is provided for, where the management is of the opinion that the diminution in value is other than temporary. Current investments are stated at lower of cost and fair value. When disposing of a part

of the holding of an individual investment, the carrying amount of cost allocated to the part that is disposed is determined on the basis of the average carrying amount of the total holding of the investment.

**1.5 Trade Receivables and Loans and Advances:**

Trade Receivables and Loans and Advances are stated after making adequate provision for doubtful balances.

**1.6 Revenue Recognition:**

Revenue is recognised only when it can be reliably measured and when no significant uncertainty exists regarding the amount of consideration that will be derived from the rendering the service. Dividend income is recognised when right to receive is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

**1.7 Retirement Benefits:**

- i) The Company makes contribution towards Provident Fund & Family Pension Fund which are defined contribution schemes. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. Liability in respect thereof is determined on the basis of contribution as required under the statute/rules.
- ii) The Company contributes to defined benefit schemes for Gratuity which is administered through duly constituted and approved independent trust. The liability for Gratuity and leave encashment is determined on the basis of actuarial valuations made at the year end.
- iii) Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Profit and Loss Statement.

**1.8 Foreign Exchange Transactions:**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Exchange difference arising out of the said transactions other than those relating to fixed assets are recognised in the Profit and Loss Account. Exchange difference in respect of liabilities incurred for the acquisition of fixed assets are adjusted to the cost of the assets.

Monetary assets and liabilities denominated in foreign currency are translated at the exchange rates prevailing on the balance sheet date.

**1.9 Borrowing Costs:**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

**1.10 Taxation:**

Income tax expense comprises of current tax and deferred tax. The deferred tax charge or credit is recognised using current tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognised only if there is virtual certainty that sufficient future taxable income will be available to realise the same. Other deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future income will be available to realise the same. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the year and available case laws, to reassess realisation/liabilities.

**1.11 Leases:****1.11.1 Finance Lease**

Finance Lease, which transfer substantially all the risks and rewards incident to ownership of the leased item, are capitalized at the lower of the fair value of the leased asset and present value of the minimum lease payment of the leased asset at the inception of the lease term and disclosed as leased assets.

**Operating Lease**

**1.11.2** The assets given under operating lease are shown in the balance sheet under fixed assets and depreciated on a basis consistent with the depreciation policy of the company. The net lease income is recognised in the profit & loss account on a straight line basis over the period during which the benefit is derived from the leased assets.

**1.12 Provision, Contingent Liabilities and Contingent Assets:**

Provision is recognised in the accounts when there is a present obligation as a result of past events(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Contingent liabilities are usually not provided for unless it is probable that the future outcome may be materially detrimental to the Company and are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

**1.13 Segment Reporting:**

The Company is principally engaged in the business of Business process outsourcing which is the only reportable segment as per Accounting Standard 17 issued by the Institute of Chartered Accountants of India on "Segment Reporting".

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	As at 31st March,2015 ₹	As at 31st March,2014 ₹		
<b>2 SHARE CAPITAL</b>				
<b>Authorised Share Capital :</b>				
70,00,000 Equity Shares of ₹10 each (Previous Year 70,00,000 of ₹10 each)	70,000,000	70,000,000		
50,000 15% (Free of Company's tax, but subject to deduction of tax at source at the prescribed rates) "A" Cumulative Redeemable Preference Shares of ₹ 100 each (Previous Year 50,000 of ₹100 each)	5,000,000	5,000,000		
<b>TOTAL</b>	<u>75,000,000</u>	<u>75,000,000</u>		
<b>Issued, Subscribed and Paid-up :</b>				
4,169,100 Equity Shares of ₹10 each fully paid up (Previous Year 4,169,100 of ₹10 each)	41,691,000	41,691,000		
<b>TOTAL</b>	<u>41,691,000</u>	<u>41,691,000</u>		
<b>2.1 The Reconciliation of the number of shares outstanding is set out below:</b>				
<b>Equity shares at the beginning of the year</b>	4,169,100	4,169,100		
Add: Shares issued during the year	-	-		
Less: Shares cancelled/bought back during the year	-	-		
<b>Equity shares at the end of the year</b>	<u>4,169,100</u>	<u>4,169,100</u>		
<b>2.2</b> The Equity Shares of the Company have voting rights and are subject to the restrictions as prescribed under the Companies Act, 2013.				
<b>2.3 The details of Shareholders holding more than 5 percent shares:</b>				
	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>		
<b>Name of the shareholder</b>	<b>No. of Shares</b>	<b>% held</b>	<b>No. of Shares</b>	<b>% held</b>
1) Khandelwals Limited, Holding Company	26,78,220	64.24	26,78,220	64.24
2) Life Insurance Corporation of India Ltd.	3,84,750	9.23	3,84,750	9.23
<b>2.4</b> Disclosures pursuant to Note no. 6(A)(h,i,j,k,l) of Part I of Schedule III to the Companies Act,2013 is NIL.				
<b>3 RESERVES AND SURPLUS</b>				
<b>SURPLUS i.e. PROFIT &amp; LOSS ACCOUNT</b>				
As per last Balance Sheet	86,172,085		81,109,288	
Less: Adjustment relating to Fixed Assets (Refer Note No. 10.3)	(263,331)		-	
Add: Profit after tax for the year	10,283,167		9,940,435	
	<u>96,191,921</u>		<u>91,049,723</u>	
<u>Less: Appropriations</u>				
Proposed Dividend on Equity shares	(4,169,100)		(4,169,100)	
Dividend Rupee One per share (Previous Year Rupee One)				
Dividend Distribution Tax	(848,731)		(708,539)	
<b>Total</b>	<u>91,174,090</u>		<u>86,172,085</u>	

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	As at 31st March,2015 ₹		As at 31st March,2014 ₹	
	Non Current	Current	Non Current	Current
<b>4 LONG TERM BORROWINGS</b>				
<b>Secured Loans</b>				
<b>Term loans</b>				
<b>a From banks</b>				
<b>Car Loan</b>	<b>289,734</b>	357,514	647,248	322,414
- Fixed Interest @ 10.38% p.a.				
- Secured by hypothecation of motor car purchased under the loan				
- Repayment in 59 Equated Monthly Repayment in 47 equated monthly Instalments (EMI) of ₹ 34,000 each till December, 2016, of which principal sum therein totalling to ₹ 289,734 payable over nine EMI are long term maturities. (Refer Note 8)				
<b>b From other parties-</b>				
<b>Car Loan I</b>	<b>652,783</b>	324,086	976,869	292,771
- Fixed interest @ 10.21% p.a.(approx)				
- Secured by hypothecation of motor car purchased under the loan				
Repayment in 59 Equated Monthly instalments (EMI) of ₹ 34,075/- each till December,2017, of which principal sum therein totalling to ₹ 652,783 payable over balance 21 EMI are long term maturities. (Refer Note 8)				
<b>Total</b>	<b>942,516</b>	<b>681,600</b>	<b>1,624,117</b>	<b>615,185</b>

4.1 There has been no default in repayment of principle and interest on the above loans.

**5 OTHER LONG TERM LIABILITIES**

**Others**

Security Deposits	<b>7,164,000</b>	8,219,950
<b>Total</b>	<b>7,164,000</b>	<b>8,219,950</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	As at 31st March,2015		As at 31st March,2014	
		₹		₹
<b>6 LONG TERM PROVISIONS</b>	<b>Non Current</b>	<b>Current</b>	<b>Non Current</b>	<b>Current</b>
Provision for employee benefits (Refer note 9)	114,879	38,293	1,007,873	130,363
<b>Others</b>				
Provision for Tax (Net of Advance Tax)	604,258	-	-	-
<b>Total</b>	<b>719,137</b>	<b>38,293</b>	<b>1,007,873</b>	<b>130,363</b>
6.1 The Company contributes to defined benefit schemes for Gratuity which is administered through duly constituted and approved independent trust. The liability for Gratuity and leave encashment is determined on the basis of actuarial valuations made at the year end.				
<b>7 TRADE PAYABLES</b>				
Others		2,345,407		2,350,909
<b>Total</b>		<b>2,345,407</b>		<b>2,350,909</b>
7.1 The balances of Trade Payables are subject to confirmation.				
7.2 In the absence of information with the company, the names of Micro, Small and Medium Enterprises to whom the company owes any sum together with interest outstanding for more than 30 days have not been given. The Auditors have relied upon this management representation.				
<b>8 OTHER CURRENT LIABILITIES</b>				
<b>Current maturities of long term debt (Refer Note 4)</b>				
<u>From banks</u>				
ICICI Bank- Car Loan (Repayment in 12 EMI of ₹ 34,000 each for principal sum and interest)	357,514		322,414	
<u>From other parties-</u>				
Kotak Mahindra Prime Ltd.- Car Loan (Repayment in 12 EMI of ₹ 34,075 each for principal sum and interest)	324,086	681,600	292,771	615,185
<b>Income received in advance</b>		300,000		175,000
<b>Unpaid dividends</b>		1,086,365		878,761
<b>Other payables</b>		2,119,709		1,402,897
<b>Total</b>		<b>4,187,674</b>		<b>3,071,843</b>
8.1 Other payables includes statutory dues, security deposits and rent payable.				
<b>9 SHORT TERM PROVISIONS</b>				
Provision for employee benefits (Refer note 6)		38,293		130,363
<b>Others</b>				
Proposed dividend		4,169,100		4,169,100
Tax on Distributed Profits (Dividend)		848,731		708,539
<b>Total</b>		<b>5,056,124</b>		<b>5,008,002</b>
9.1 The Company contributes to defined benefit schemes for Gratuity which is administered through duly constituted and approved independent trust. The liability for Gratuity and leave encashment is determined on the basis of actuarial valuations made at the year end.				



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**  
**Note 10: FIXED ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION/AMORTISATION				NETBLOCK		
	As at 01.04.2014	Additions	Deductions/ Adjustments	As at 31.03.2015	As at 01.04.2014	For the year*	Deductions / Adjustments*	Adjusted With Retained Earning*	As at 31.03.2015	As at 31.03.2014
<b>Tangible Assets</b>										
<b>Own Assets</b>										
Buildings-Freehold	24,000,052	-	-	24,000,052	6,356,271	466,271	-	-	6,822,542	17,643,781
<b>Plant and Equipment</b>										
a. Computers	2,007,983	491,876	217,928	2,281,931	1,333,399	407,846	208,779	108,535	1,641,001	674,585
b. Electrical Installation	828,863	-	-	828,863	468,757	159,331	-	-	628,088	360,106
Furniture & Fixtures	2,664,177	-	-	2,664,177	1,316,698	447,210	-	-	1,763,908	1,347,479
Vehicles	7,186,514	-	-	7,186,514	1,801,966	958,610	-	-	2,760,576	5,384,548
Office Equipment	817,423	1,095,882	41,981	1,871,324	230,102	284,420	28,070	133,892	620,944	1,250,980
<b>Total</b>	<b>37,505,012</b>	<b>1,587,758</b>	<b>259,909</b>	<b>38,832,861</b>	<b>11,507,195</b>	<b>2,723,689</b>	<b>236,849</b>	<b>242,427</b>	<b>14,236,460</b>	<b>24,596,397</b>
<b>Leased Assets</b>										
Buildings Leasehold	8,537,100	-	-	8,537,100	1,212,951	134,301	-	-	1,347,252	7,189,848
<b>Total Tangible Assets</b>	<b>46,042,112</b>	<b>1,587,758</b>	<b>259,909</b>	<b>47,369,961</b>	<b>12,720,146</b>	<b>2,857,990</b>	<b>236,849</b>	<b>242,427</b>	<b>15,583,713</b>	<b>31,786,244</b>
<b>Intangible Assets</b>										
Computers-Software	1,259,822	561,001	947,382	873,441	1,072,888	242,904	947,382	20,904	389,314	484,127
<b>Total Intangible Assets</b>	<b>1,259,822</b>	<b>561,001</b>	<b>947,382</b>	<b>873,441</b>	<b>1,072,888</b>	<b>242,904</b>	<b>947,382</b>	<b>20,904</b>	<b>389,314</b>	<b>484,127</b>
<b>Grand Total</b>	<b>47,301,934</b>	<b>2,148,759</b>	<b>1,207,291</b>	<b>48,243,402</b>	<b>13,793,034</b>	<b>3,100,894</b>	<b>1,184,231</b>	<b>263,331</b>	<b>15,973,026</b>	<b>32,270,371</b>
<b>Previous year</b>	<b>46,848,509</b>	<b>721,735</b>	<b>268,311</b>	<b>47,301,933</b>	<b>12,262,044</b>	<b>1,697,679</b>	<b>166,688</b>	<b>-</b>	<b>13,793,037</b>	<b>33,508,897</b>

**Notes:**

**101 Building -Freehold Include:**

The face value of shares held in co-operative housing societies amounting to ₹ 81,750/- viz :

- (a) Shree Nirml Commercial Limited: 765 shares of ₹ 100 Each fully paid up.
- (b) The Malabar Hill Co-Operative Housing Society Limited: 105 shares of ₹ 50 each full paid up

The Net Block of both the above premises included herein is ₹ 17,093,520/- (Previous Year ₹ 17,535,801/-)

**102 Building-Leasehold Include :**

Unit No. 302, 303 & 304 at Mahape, having aggregate Gross Block value ₹ 85,37,100/- (Previous Year 85,37,100) have been acquired on 95 year lease from MIDC.

The lease deed in respect of units nos. 302 & 303 are yet to be executed.

- \* 103 Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Fixed Assets and Depreciation. Accordingly the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of retained earnings amounting to ₹ 2.63 Lakhs.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at 31st March,2015 ₹	As at 31st March,2014 ₹
<b>11 NON-CURRENT INVESTMENTS</b>		
<b>(At Cost Less permanent diminution in value (if any))</b>		
<b>OTHER INVESTMENTS</b>		
<b>Investments in Equity Instruments- Unquoted, Fully paid up</b>		
Gras Education and Training Services Pvt. Ltd. [1,59,957 Equity Shares (Previous Year :1,59,957) of ₹10 each]	22,537,500	22,537,500
Amigo Sport Private limited [5263 Equity Shares (Previous Year :5,263) of ₹10 each]	24,999,250	24,999,250
Gujarat Steel Tubes Limited [180 Equity Shares (Previous year :180) of ₹10/- each]	375	375
Less: Provision for diminution in value of investments	(375)	(375)
<b>Total Unquoted investments (i)</b>	<b>47,536,750</b>	<b>47,536,750</b>
<b>Investments in Equity Instruments- Quoted, Fully paid up</b>		
Zenith Birla (India) Limited (Formerly Known as Zenith Ltd.) [22 Equity Shares (Previous year :22) of ₹10/- each]	622	622
Birla Precision Technologies Limited ( 7 equity shares (Previous year :7) of ₹ 2/- each) (Received on demerger arrangement-Zenith Birla (India) Limited)	-	-
Mahindra & Mahindra Financial Services Ltd [2,580 Equity Shares (Previous year : 580) of ₹ 2/- each]	520,516	23,200
Nagpur Power & Industries Limited [2,54,232 Equity Shares (Previous year : 2,54,232) of ₹10/- each]	10,290,038	10,290,038
Globus Spirits Limited (25000 equity shares (Previous year:25000) of ₹10/- each)	2,500,000	2,500,000
Coal India Limited (Nil equity shares (Previous year:450) of ₹10/- each)	-	110,250
Power Grid Corporation of India Ltd (12,273 equity shares (Previous year: 773) of ₹10/- each)	1,299,130	69,570
Manganese Ore India Limited (Nil equity shares (Previous year:28) of ₹10/- each)	-	10,500
<b>Total Quoted Investments (ii)</b>	<b>14,610,306</b>	<b>13,004,180</b>
<b>Total Non Current Investments (i + ii )</b>	<b>62,147,056</b>	<b>60,540,930</b>
Aggregate amount of quoted investments	14,610,306	13,004,180
Market value of quoted investments	10,347,847	9,045,663
Aggregate amount of unquoted investments	47,536,750	47,536,750
Aggregate provision for diminution in value of investments	375	375

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	As at 31st March,2015 ₹	As at 31st March,2014 ₹
<b>12 LONG TERM LOANS AND ADVANCES</b> (Unsecured, Considered Good )		
<b>Security Deposits</b>	744,965	744,965
<b>Other Loans and Advances</b>		
Service tax credit	1,046,341	815,336
<b>Total</b>	<u>1,791,306</u>	<u>1,560,301</u>

12.1 Security Deposits of ₹ 4000 are subject to confirmation.

12.2 In the opinion of the board loans and advances have a value on realisation in the ordinary course of business at least equal to the sums stated.

**13 CURRENT INVESTMENTS**

(At lower of cost or market value)

**Investments in Mutual Funds- Unquoted**

In units of SBI Mutual fund-SBI Ultra Short Term

Debt Fund-Direct Plan-Monthly Dividend - 13,924,108

( Nil units (Previous year: 13330.432 Units))

Less: Provision for diminution in value of investment - (22,649) 13,901,458

In units of Canara Robeco Dynamic Bond

Fund-Regular Growth 7123919.13 - 15,000,000

(550,785.840 units

(Previous year: 11,59,725.0680 Units))

In Units of Birla sunlife Dynamic Bond

Fund-Retail-Growth-Regular Plan

( Nil units (Previous year: 7,57,178.048 Units)) 7,123,919 15,000,000

**Investments in Equity Instruments- Quoted, Fully paid up**

ACC Limited 678,251 -

(500 equity shares (Previous year:Nil) of ₹10/- each)

Ashiana Housing Limited 2,202,619 -

(21,186 equity shares (Previous year:Nil) of ₹2/- each)

Anant Raj Industries Ltd 859,633 -

(17,000 equity shares (Previous year:Nil) of ₹2/- each)

Ashok Leyland Ltd 2,357,521 -

(72,500 equity shares (Previous year:Nil) of ₹1/- each)

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	As at 31st March,2015 ₹	As at 31st March,2014 ₹
Alembic Pharmaceuticals Limited (7,000 equity shares (Previous year:Nil) of ₹2/- each)	2,166,287	-
Balaji Telefilms Ltd (56,000 equity shares (Previous year:Nil) of ₹2/- each)	2,930,502	-
BF Utilities Ltd (800 equity shares (Previous year:Nil) of ₹ 5/- each)	428,825	-
BASF Industries Ltd (450 equity shares (Previous year:Nil) of ₹ 10/- each)	563,757	-
Ballarpur Industries Ltd (1,92,000 equity shares (Previous year:Nil) of ₹2/- each)	2,943,695	-
City Union Bank Limited (10,000 equity shares (Previous year:Nil) of ₹1/- each)	586,612	-
Crompton Greaves Ltd (8,100 equity shares (Previous year:Nil) of ₹2/- each)	1,445,157	-
Dish TV India Limited (34,000 equity shares (Previous year:Nil) of ₹1/- each)	1,623,380	-
EPC Industries Limited (6,000 equity shares (Previous year:Nil) of ₹10/- each)	727,923	-
Hindalco Industries Ltd (9,100 equity shares (Previous year:Nil) of ₹1/- each)	1,291,572	-
Infra Devt.Finance Ltd (2,000 equity shares (Previous year:Nil) of ₹10/- each)	279,061	-
ING Vysya Bank Ltd (600 equity shares (Previous year:Nil) of ₹10/- each)	503,674	-
IRB Infra Dev, Ltd. (1,000 equity shares (Previous year:Nil) of ₹1/- each)	270,628	-
Kotak Mahindra Bank Ltd (2,150 equity shares (Previous year:Nil) of ₹5/- each)	1,856,987	-
Larsen and Taubro Ltd (1,450 equity shares (Previous year:Nil) of ₹2/- each)	2,082,255	-
Mahindra Lifespace Ltd (1,000 equity shares (Previous year:Nil) of ₹10/- each)	396,452	-
Mahindra & Mahindra Ltd ( 200 equity shares (Previous year:Nil) of ₹5/- each)	246,147	-
Marico Limited (2,900 equity shares (Previous year:Nil) of ₹1/- each)	754,250	-

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	As at 31st March,2015 ₹	As at 31st March,2014 ₹
Noida Toll Bridge Ltd (92,000 equity shares (Previous year:Nil) of ₹10/- each)	2,504,326	-
Network 18 Media (10,000 equity shares (Previous year:Nil) of ₹10/- each)	543,205	-
Pidilite Industries Ltd (1,800 equity shares (Previous year:Nil) of ₹1/- each)	561,980	-
Saregama India Ltd ( 3,500 equity shares (Previous year:Nil) of ₹10/- each)	597,917	-
Sintex India Ltd (4,000 equity shares (Previous year:Nil) of ₹1/- each)	408,213	-
The Indian Hotels Co.Ltd (775 CCD (Previous year:Nil) of ₹ 55/- each)	42,625	-
Torrent Power Ltd (9,000 equity shares (Previous year:Nil) of ₹10/- each)	1,034,584	-
TV18 Broadcast Ltd (97,000 equity shares (Previous year:Nil) of ₹2/- each)	2,504,295	-
TV today Network Ltd (27,200 equity shares (Previous year:Nil) of ₹5/- each)	3,598,835	-
Ultratech Cement Ltd (600 equity shares (Previous year:Nil) of ₹10/- each)	1,355,511	40,346,680
Less: Provision for diminution in value of investment	<u>(1,038,889)</u>	-
<b>Total Current Investments</b>	<u><b>46,431,711</b></u>	<u><b>43,901,458</b></u>
Market Value of quoted investments	55,708,437	-
Aggregate cost of quoted investments	40,346,681	-
Aggregate cost of unquoted investments	-	43,924,107
Aggregate provision for diminution in value of investments	1,038,889	22,649
<b>14 TRADE RECEIVABLES</b>		
<b>Unsecured</b>		
<b>Considered Good</b>		
Others	5,615,095	3,067,315
<b>Total</b>	<u><b>5,615,095</b></u>	<u><b>3,067,315</b></u>

14.1 The balances of Trade Receivables are subject to confirmation.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	As at 31st March,2015 ₹	As at 31st March,2014 ₹
<b>15 CASH AND CASH EQUIVALENTS</b>		
Balance with Banks	940,654	1,165,551
Cash on Hand	28,463	77,822
<b>Other Bank Balances</b>		
Unpaid Dividend	1,087,389	879,761
Fixed Deposits with Bank		500,000
Of more than 3 months but less than 12 months maturity	1,468,107	
In Margin Money for issue of Bank guarantee	45,330	41,851
<b>Total</b>	<u><u>3,569,943</u></u>	<u><u>2,664,985</u></u>
<b>16 SHORT TERM LOANS AND ADVANCES</b>		
<b>Unsecured</b>		
<b>Considered Good</b>		
<b>Others</b>		
(i) Advance recoverable in cash or in kind or for value to be received	316,019	231,341
(ii) Other Advances	331,563	2,820,951
(iii) Advance Tax (Net of Provision)	806,886	794,121
<b>Total</b>	<u><u>1,454,468</u></u>	<u><u>3,846,413</u></u>
<b>16.1</b> The balances of Loans & Advances are subject to confirmation.		
<b>16.2</b> In the opinion of the board the Loans and Advances have a value on realisation in the ordinary course of business at least equal to the sums stated.		
<b>16.3</b> Other advances include Inter Company Deposit, demand loans and advance against salaries.		
<b>16.4</b> Advance recoverable in cash or in kind or for value to be received include advances for expense and prepaid expenses.		
<b>17 OTHER CURRENT ASSETS</b>		
<b>Others</b>		
Interest accrued on loans and Advances	-	55,480
<b>Total</b>	<u><u>-</u></u>	<u><u>55,480</u></u>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	For the year ended 31st March, 2015 ₹	For the year ended 31st March, 2014 ₹
<b>18 REVENUE FROM OPERATIONS</b>		
Sale of Services	24,910,465	25,853,362
<b>Total Revenue from operations</b>	<u>24,910,465</u>	<u>25,853,362</u>
<b>19 OTHER INCOME</b>		
Interest	420,228	326,510
Dividend	601,182	719,513
Net gain/loss on sale of Current Investments	2,646,385	66,763
Other non-operating income (net of expenses directly attributable to such income)	13,733,672	10,980,959
Miscellaneous	30,419	191,558
<b>Total</b>	<u>17,431,885</u>	<u>12,285,303</u>
<b>20 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries and wages	6,656,310	7,720,699
Contribution to provident and other funds	345,887	346,051
Leave salary	80,324	17,370
Gratuity	61,235	122,082
Staff welfare expenses	184,560	88,355
Training Expenses	842,860	1,388,046
<b>Total</b>	<u>8,171,176</u>	<u>9,682,603</u>
<b>21 FINANCE COSTS</b>		
<b>Interest Expense</b>		
Interest on car loan	201,716	261,971
Interest on shortfall in payment of advance tax	-	-
<b>Total</b>	<u>201,716</u>	<u>261,971</u>
<b>22 OTHER EXPENSES</b>		
Power and fuel	654,425	655,976
Repairs to buildings (including maintenance)	265,239	275,605
Insurance	160,018	114,898
Rates and taxes, excluding taxes on income	309,623	272,039
Communication Expenses	345,076	273,546
Professional Fees	3,639,509	4,034,719
Travelling	3,570,292	2,572,703
Conveyance	574,782	548,618
Staff Bus charges	1,029,336	1,016,876
Brokerage	600,000	1,044,000
Office maintenance Charges	239,975	456,674
Payment to Auditor	190,130	161,943
Repairs to others	1,418,045	34,429
Printing & Stationery	465,745	195,869
Provision for diminution in value current of investment	1,016,239	10,190
Donation	550,000	-
Miscellaneous expenses	1,556,963	1,087,892
<b>Total</b>	<u>16,585,397</u>	<u>12,755,977</u>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

**23. Defined Benefit Plans:**

As per Actuarial valuation as on 31<sup>st</sup> March, 2015 and recognised in the financial statements in respect of Employee Benefit schemes: :

	<b>Gratuity (In ₹)</b>	<b>Leave Encashment (In ₹)</b>
<b>A Components of Employer Expenses:</b>		
a) Interest Cost from 01.04.14 to 31.03.15	82,238	8,821
b) Service Cost from 01.04.14 to 31.03.15	59,534	40,285
c) Actual return on Plan Assets	N.A	N.A
d) Curtailment Cost/Credit	Nil	Nil
e) Settlement Cost/Credits	Nil	Nil
f) Past Service Cost	Nil	Nil
e) Actuarial Gain/(Loss)	5,84,956	(31,218)
f) Net Cost provided as expense in P&L Account	5,14,802	80,324
<b>B Net Asset / Liability recognised in Balance Sheet as at 31<sup>st</sup> March,2015</b>		
a) Present value of Obligation as at 31.03.15	5,84,791	1,53,172
b) Fair value of Plan Assets as at 31.03.15	10,90,234	Nil
c) Un-funded / (Over-funded) liability recognised in the Balance Sheet	(5,05,443)	1,53,172
<b>C Changes in benefit obligation during the year 31<sup>st</sup> March, 2015</b>		
a) Actuarial value of Projected Benefit Obligations (PBO) as at 01.04.2014	10,27,975	1,10,261
b) Service Cost from 01.04.14 to 31.03.15	59,534	40,285
c) Interest Cost from 01.04.14 to 31.03.15	82,238	8,821
d) Curtailment Cost / (Credit)	Nil	Nil
e) Settlement Cost / (Credit)	Nil	Nil
f) Plan Amendments	Nil	Nil
g) Acquisitions	Nil	Nil
h) Actuarial Gain/(Loss) obligations	5,84,956	(31,218)
i) Benefits paid from 01.04.14 to 31.03.15	Nil	37,413
j) PBO as at 31.03.15	5,84,791	1,53,172
<b>D Change in the value of Plan Assets</b>		
a) Fair value of plan Assets as at 01.04.14	2,97,919	Nil
b) Actual return on plan Assets	71,618	Nil
c) Actuarial Gain / (Loss)	Nil	Nil
d) Actual Company Contribution	7,19,673	Nil
e) Benefits Paid	Nil	Nil
f) Bank Balance	1,024	Nil
g) Plan Assets as at 31.03.15	10,90,234	Nil
<b>E Actuarial Assumptions</b>		
a) Rate of Discounting (p.a)	8.00% p.a.	
b) Rate of increase in Compensation level (p.a)	5.00% p.a.	
c) Rate of Withdrawal (p.a)	1.00% p.a.	
e) Retirement Age	58 years	

The Company has relied on the valuation certificate issued by consulting Actuary for calculating the actuarial value of Gratuity liability of the employees of the Company in terms of AS 15 (revised) issued by the Institute of Chartered Accountants of India.



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

**24. Contingent Liabilities and Commitments  
(to the extent not provided for)**

PARTICULARS	As at	
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
	(₹)	(₹)
<b>i) Contingent Liability</b>		
(a) Claims against the company not acknowledged as debt:		
Income Tax demand not provided for pending outcome of appeal		
A.Y. 2009-10	466,032	466,032
A.Y. 2010-11	534,770	534,770
A.Y. 2012-13	848,780	848,780
(b) Guarantees		
(c) Other money for which the company is contingently liable	-	-
Commitments		
<b>Total Contingent Liabilities and Commitments</b>	<b>1,849,582</b>	<b>1,849,582</b>

25. The Company has carried forward Long term capital loss available for set-off against the future profits under the Income Tax Act, 1961. Considering the nature of business, viz. uncertainty regarding generation of sufficient future income for set off against the said carry forwards, net deferred tax assets at the year end including related credit for the year have not been recognised in these accounts on prudent basis.

**26. Disclosures as required under AS-18, "Related Party Disclosures" are given below:**

**a) Name and Nature of Relationship of the Related Parties:**

	Name of the Related Party	Nature of Relationship
a	Khandelwals Limited	Holding Company
b	Nagpur Power & Industries Ltd.	Enterprise that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise.
c	Meteor Metals & Ores Ltd.	
d	Zeppelin Investments Pvt. Ltd.	
e	Khandelwal Remedies Pvt. Ltd	
f	Mr. Arnold Allen	

**b) Name of the Related Parties having Transaction with the Company during the Year and the details of transactions carried out with them :**

**1. Enterprises owned or significantly influenced by any management Personnel or their relatives**

	( In ₹ )
a) Nagpur Power & Industries Limited	Nil
Advance Taken and Repaid	(8,14,413 / 8,14,413)
b) Ramprasad Khandelwal Memorial Trust	5,50,000
Donation Given	(Nil)

Figures in brackets are related to previous year

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

2. Key Management Personnel	Designation	( In ₹)
a) Mr. Arnold Allen-Professional fees	Director(upto 28-01-2015)	5,19,173 (5,72,061)
b) Miss.Reena Yadav	Company Secretary(w.e.f.13-08-2014)	2,39,363 (Nil)
c) Mrs.Roshan Dsouza	Chief Finance Officer(w.e.f.30-09-2014)	2,50,351 (Nil)
d) Mr.Nilesh Mohite	Manager(w.e.f.15-09-2014)	4,33,208 (Nil)

*Figures in brackets are related to previous year*

**3. Relatives of Key Management Personnel\*** —————Nil—————

\* The Company does not have an exhaustive list of business or professions in which relatives of directors of the company have substantial interest. As such, payments made to any such persons, if any have not been identified. This management representation has been relied upon by the Auditors.

**c) Balance Outstanding, amounts written off / written back and provision for doubtful debts As At 31<sup>st</sup> March, 2015**

SI. No.	PARTICULARS	Balance Outstanding (₹)	Written off/ back (₹)	Provision for Doubtful Debts
<b>1</b>	<b>Holding Company</b>			
a	Khandelwals Limited.	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>2</b>	<b>Enterprise that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise.</b>			
a	Nagpur Power and Industries Limited	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>3</b>	<b>Key Management Personnel</b>			
a	Mr.Arnold Allen	Nil (272,121)	Nil (Nil)	Nil (Nil)

*Figures in brackets are related to previous year*

**27. Earnings Per Share:**

PARTICULARS		For the year ended 31 <sup>st</sup> March, 2015	For the year ended 31 <sup>st</sup> March, 2014
Profit/(Loss) for the year (Rs.)	(A)	1,02,83,167	99,40,435
Number of Equity Shares Outstanding(B)		41,69,100	41,69,100
Earnings per share (Rs.)(Basic & Diluted)	(A/B)	2.467	2.384
Face value per share (Rs.)		10	10

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2015 (₹)	For the year ended 31 <sup>st</sup> March, 2014 (₹)
<b>28. Payment to Auditors</b>		
As Auditor	1,10,685	97,750
For Taxation Matters	-	-
For Company Law Matters	-	-
For Management Services	-	-
For other Services (Certification)	65,000	50,265
For reimbursement of expense	14,445	13,928
<b>TOTAL</b>	<b><u>1,90,130</u></b>	<b><u>1,61,943</u></b>
<b>29. Earnings in Foreign Exchange</b>		
<b>Sales</b>		
Business Process Outsourcing	249,10,465	258,53,362
<b>TOTAL</b>	<b><u>249,10,465</u></b>	<b><u>258,53,362</u></b>
<b>30. Expenditure in Foreign Currency:</b>		
Professional and Consultation fees	6,20,169	5,72,061
<b>Other matters :</b>		
Foreign Travel	19,89,600	7,53,878
Training Expenses	8,42,860	13,88,046
<b>TOTAL</b>	<b><u>34,52,629</u></b>	<b><u>24,10,795</u></b>
<b>31. Fixed Assets taken on Finance Lease on which future obligations towards lease rentals under the lease agreements as on 31st March, 2015 amount to ₹ Nil (Previous year ₹ Nil)</b>		
<b>32. The Company has entered into licensing agreement with 2 parties for use of its premises and the future minimum license payments under non-cancellable licences in the aggregate is as under;</b>		
Not Later than one year	1,61,28,000	1,60,03,000
Later than one year and not later than five year	1,12,08,000	1,12,08,000
Later than five year		
Total	<u>2,73,36,000</u>	<u>2,72,11,000</u>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

PARTICULARS	For the year ended 31 <sup>st</sup> March, 2015 (₹)	For the year ended 31 <sup>st</sup> March, 2014 (₹)
<b>33. Remittance in Foreign Currency on account of Dividend</b>		
a) Number of Non Resident Shareholders	1	1
b) Number of Equity Shares held by them	2,678,220	2,678,220
c) (i) Amount of Dividend Paid	₹ 2,678,220	₹ 2,678,220
(ii) Tax Deducted at Source	Nil	Nil
(iii) Year to which dividend relates	F.Y. 2013-2014	F.Y. 2012-2013

**34.** Previous year figures have been reclassified and/or regrouped and/or rearranged wherever necessary to make them comparable with current year figures.

**Signature to Notes 1 to 34, which form an integral part of the accounts.**

**As per our report of even date attached**

**For M.V.Ghelani & Co.**

**Chartered Accountants**

**Firm Regn. No. 119077W**

**M.V.Ghelani**

**Memb. No.031105**

**Proprietor**

**Mumbai, 28th May, 2015**

**For and on behalf of the Board**

**Gautam P. Khandelwal**

**DIN 00270717**

**Chairman**

**Reena yadav**

**(ICSI Reg.No.A36429)**

**Company Secretary**

**Mumbai, 28th May, 2015**

**Nimis Sheth**

**DIN 00482739**

**Director**

**Roshan Dsouza**

**Chief Finance Officer**

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

	Amount in ₹	
	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>Cash Flows From Operating Activities</b>		
Net Profit before tax	14,283,167	13,740,435
<u>Adjustments for :</u>		
Depreciation	3,100,894	1,697,679
Net Loss on written off/sale of fixed assets	23,060	80,323
Provision for diminution in value of investment	1,016,239	10,190
Interest Expenses	201,716	261,971
Dividend Income	(601,182)	(719,513)
Interest Income	(420,228)	(326,510)
Profit on sale of Investments	(2,646,385)	(66,763)
Non-Operating Income (Net of expenses)	<u>(13,733,672)</u>	<u>(10,980,959)</u>
<b>Operating Profit before changes in working capital</b>	<b>1,223,609</b>	<b>3,696,853</b>
<b>Adjustment for changes in Working Capital</b>		
(Increase) / Decrease in Trade receivables, loans and advances, other current assets	(319,554)	157,047
Increase / (Decrease) in Trade payables, other liabilities and provisions	(856,908)	3,811,600
<b>Cash generated from Operations</b>	<b>47,147</b>	<b>7,665,500</b>
Income Tax Paid	<u>(3,407,548)</u>	<u>(5,611,410)</u>
<b>Net cash generated from/(used in) Operating Activities (A)</b>	<b><u>(3,360,401)</u></b>	<b><u>2,054,090</u></b>
<b>Cash Flows From Investing Activities</b>		
Purchase of Fixed Assets	(2,148,759)	(721,735)
Proceeds from sale of Fixed Assets	-	21,300
Proceeds from Sale / Redumption of Investment	(2,506,232)	(7,511,233)
Dividend Income	601,182	719,513
Non-Operating Income (Net of expenses)	13,733,672	10,980,959
Interest Income	<u>420,228</u>	<u>326,510</u>
<b>Net cash generated from/(used in) Investing Activities (B)</b>	<b><u>10,100,091</u></b>	<b><u>3,815,315</u></b>
<b>Cash Flows From Financing Activities</b>		
Repayment of car loan	(615,185)	(589,381)
Interest Expenses	(201,716)	(261,971)
Dividend paid (includes tax on distributed profits)	<u>(5,017,831)</u>	<u>(4,877,639)</u>
<b>Net Cash generated from/(used in) Financing Activities (C)</b>	<b><u>(5,834,732)</u></b>	<b><u>(5,728,991)</u></b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>904,958</b>	<b>140,414</b>
<b>Cash &amp; Cash Equivalent at the Beginning of the Period</b>	<b>2,664,985</b>	<b>2,524,571</b>
<b>Cash &amp; Cash Equivalent at the end of the Period</b>	<b>3,569,943</b>	<b>2,664,985</b>
<b>As per our report of even date attached</b>	<b>For and on behalf of the Board</b>	
<b>For M.V.Ghelani &amp; Co.</b>	<b>Gautam P. Khandelwal</b>	<b>Nimis Sheth</b>
<b>Chartered Accountants</b>	<b>DIN 00270717</b>	<b>DIN 00482739</b>
<b>Firm Regn. No. 119077W</b>	<b>Chairman</b>	<b>Director</b>
<b>M.V.Ghelani</b>	<b>Reena yadav</b>	<b>Roshan Dsouza</b>
<b>Memb. No.031105</b>	<b>(ICSI Reg.No.A36429)</b>	<b>Chief Finance Officer</b>
<b>Proprietor</b>	<b>Company Secretary</b>	
<b>Mumbai, 28th May, 2015</b>	<b>Mumbai, 28th May, 2015</b>	

AUDITOR'S CERTIFICATE

To,  
The Board of Directors  
Informed Technologies India Limited  
"Nirmal", 20th Floor, Nariman Point,  
Mumbai - 400 021.

We have examined the attached Cash Flow Statement of Informed Technologies India Limited for the year ended 31st March, 2015. The statement has been prepared by the company in accordance with the requirements of Clause 32 of listing agreement with Stock Exchange and is based on and is derived from and is in agreement with the corresponding Statement of Profit & Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

For **M.V. Ghelani & Co.,**  
Chartered Accountants  
Firm Regn. No. 119077W

**M.V. Ghelani**  
Proprietor  
Mumbai, 28th May, 2015

## INFORMED TECHNOLOGIES INDIA LIMITED

Registered Office : 'Nirmal', 20th Floor, Nariman Point, Mumbai - 400 021.

| CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com | Email id: itil\_investor@informed-tech.com |

### **ATTENDANCE SLIP**

(PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

*DP ID:	Regd. Folio No:
*Client ID:	No. of Shares Held:

Name of the Member: \_\_\_\_\_

Name of the Proxy holder: \_\_\_\_\_

I hereby record my presence at the 57th Annual General Meeting of the Company to be held on Thursday, September 24, 2015 at 10:30 AM at the Registered Office Address of the Company at 20th Floor, Nirmal Building, Nariman Point, Mumbai - 400 021.

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
(Signature of the Member/ Proxy)

**INFORMED TECHNOLOGIES INDIA LIMITED**

Registered Office : 'Nirmal', 20th Floor, Nariman Point, Mumbai - 400 021.

| CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com | Email id: itil\_investor@informed-tech.com |

**Proxy Form  
Form No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L99999MH1958PLC011001  
Name of the Company : Informed Technologies India Limited  
Name of the Member (s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Folio No/Client Id /DP Id : \_\_\_\_\_

I/We, being the Member(s) of \_\_\_\_\_ Shares of the above named Company, hereby appoint

- 1. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him
- 2. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him
- 3. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 57th Annual General Meeting of the Company, to be held on Thursday, September 24, 2015 at 10:30 AM at the Registered Office Address of the Company at 20th Floor, Nirmal Building, Nariman Point, Mumbai - 21, and at any adjournment thereof in respect of such resolutions as are indicated below:

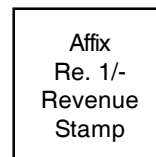
**Ordinary Resolution**

- 1. To receive, consider and adopt the Audited Financial Statements for the Financial year ended March 31, 2015 together with the Directors Report and Auditor's Report thereon
- 2. To declare dividend on Equity Shares for the financial year 2014-15
- 3. To appoint a Director in place of Mr. Gautam Khandelwal (DIN 00270717), who retires by rotation and, being eligible, offers himself for re-appointment
- 4. To ratify the appointment of auditors of the Company, and to fix their remuneration

**Special Business**

- 5. Regularization of Appointment of Mrs. Suelve Gautam Khandelwal as Director of the Company
- 6. Appointment of Mrs. Suelve Gautam Khandelwal as an Executive Director of the Company
- 7. Approval for limit of Borrowing under Section 180 (1) (c)
- 8. Approval for Creation of Charges under Section 180 (1) (a)
- 9. Approval for Related Party Transactions under Section 188 of the Companies Act, 2013

Signed this..... day of .....2015.



**Signature of the Shareholder**

**Signature of the Proxy holder(s)**

**Notes:**

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 (forty eight) hours before the commencement of the meeting.**
- 2. A proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



# INFORMED TECHNOLOGIES INDIA LIMITED

CIN L99999MH1958PLC011001

| Regd. Office: 'Nirmal', 20<sup>th</sup> Floor, Nariman Point, Mumbai - 400021|

| Tel# +91 22 2202 3055/66 | Fax# +91 22 2204 3162 |

| Email: [itil\\_investor@informed-tech.com](mailto:itil_investor@informed-tech.com) | Website: [www.informed-tech.com](http://www.informed-tech.com) |

## BALLOT FORM FORM NO. MGT-12

(Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule No. 21 (1) (c) of the Companies (Management & Administration) Rules 2014

(1) Name(s) of the First Named Shareholder (In block letter) \_\_\_\_\_

(2) Postal address \_\_\_\_\_

(3) Registered folio No/ DP Id No / Client ID : \_\_\_\_\_

(3) Number of Shares held : \_\_\_\_\_

I/we hereby exercise my/our vote in respect of the Ordinary/ Special resolution enumerated below by recording my/our ascent or dissent to the said resolutions by placing the tick ("") mark at the appropriate box below:

Resolution No.	Description	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
	<b>ORDINARY BUSINESS</b>		
1	To receive, consider and adopt the Audited Financial Statements for the Financial year ended March 31, 2015 together with the Directors Report and Auditor's Report thereon		
2	To declare dividend on Equity Shares for the financial year 2014-15		
3	To appoint a Director in place of Mr. Gautam Khandelwal (DIN 00270717), who retires by rotation and, being eligible, offers himself for re- appointment		
4	To ratify the appointment of auditors of the Company, and to fix their remuneration		
	<b>SPECIAL BUSINESS</b>		
5	Regularization of Appointment of Mrs. Suelve Gautam Khandelwal as Director of the Company		
6	Appointment of Mrs. Suelve Gautam Khandelwal as an Executive Director of the Company		
7	Approval for limit of Borrowing under Section 180 (1) (c)		
8	Approval for Creation of Charges under Section 180 (1) (a)		
9	Approval for Related Party Transactions under Section 188 of the Companies Act, 2013		

Place:

Date:

Signature of the Shareholders/Beneficial Owner

Note: (i) if you opt to cast your vote by e-voting there is no need to fill up and send this form

(ii) Last date for receipt of Ballot Form : 23<sup>rd</sup> September 2015

(iii) Please read the instructions printed overleaf carefully before exercising your vote

**INSTRUCTIONS:**

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Sanam Umbargikar, Practicing Company Secretary at G-1, Awaas Apartment, OM Nagar, Pipe Line Road, Opp. Star Hub, Andheri East, Mumbai-59 as to reach by 5.00 p.m. on September 23, 2015. Ballot Form received thereafter will strictly be treated as if not received.
2. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
3. In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
4. The right of voting by Ballot Form shall not be exercised by a proxy.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e., Share Pro Services (India) Private Limited. Members are requested to keep the same updated.
6. There will be only one Ballot Form for every Folio / DP ID & Client ID irrespective of the number of joint members.
7. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his / her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
8. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society etc., a certified copy of the relevant authorization / Board Resolution to vote should accompany the Ballot Form.
9. Instructions for e-Voting procedure are available in the Notice of the Annual General Meeting.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.

Please follow the steps for e-Voting procedure as given in the Notice of AGM or as available on [www.evotingindia.com](http://www.evotingindia.com). In case you have any feedback, queries or issue regarding e voting, please contact [helpdesk.voting@cdslindia.com](mailto:helpdesk.voting@cdslindia.com)

To

*If undelivered please return to :*

**Informed Technologies India Limited**

`Nirmal', 20th Floor, Nariman Point, Mumbai – 400 021

Cin: L99999MH1958PLC011001 Website: [www.informed-tech.com](http://www.informed-tech.com)