

# P. M. TELELINKS LTD.

5-7-241/11/D, S D Road Phone 040-40176211, 65695929  
Secunderabad - 3, Telangana, INDIA Fax 040-27818967  
(CIN No. L27105AP1980PLC002644) E-mail gp@suranamailindia.com

Date: 04<sup>th</sup> October, 2016

To  
**BSE Limited,**  
The Deputy General Manager,  
Listing Department,  
1<sup>st</sup> Floor, New Trading Wing,  
Rotunda Building, P.J. Towers,  
Dalal Street Fort,  
Mumbai - 400 001

Dear Sir/Madam,

**Sub:** Regulation 34(1) – Annual Report for the Financial Year ended March 31, 2016.

**Ref:** Company Scrip Code: 513403

With reference to the above mentioned subject matter, please find enclosed herewith Annual Report for the financial year ended March 31, 2016, pursuant to Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Kindly take the above information on records and do the needful.

Thanking You,

for P M Telelinks Limited



**G P Surana**  
Managing Director  
DIN: 01777675



P M TELELINNKS LIMITED

36<sup>th</sup> Annual Report 2015-2016

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

1. Mr. Gulabchand Pukhraj Surana - Managing Director
2. Mr. Ravi Surana Pukhraj - Chief Financial Officer (Whole Time Director)
3. Mr. Casula Raj Kumar - Independent, Non-Executive Director
4. Mr. Kadakia Amish Bharat - Independent, Non-Executive Director
5. Ms. Malapaka Venkata Surya Sri Lakshmi - Non-Executive Director

### **KEY MANAGERIAL PERSONNEL**

Mr. Gulabchand Pukhraj Surana                      Managing Director  
Mr. Ravi Surana Pukhraj                              Chief Financial Officer  
Ms. Apeksha Pramod Naidu                          Company Secretary

### **COMMITTEES OF THE BOARD**

#### **Audit Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Casula Raj Kumar	Non-Executive Independent Director	Chairman
Mr. Kadakia Amish Bharat	Non-Executive Independent Director	Member
Mr. G.P. Surana	Executive Director	Member

#### **Nomination & Remuneration Committee cum Compensation Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Casula Raj Kumar	Non-Executive Independent Director	Chairman
Mr. Kadakia Amish Bharat	Non-Executive Independent Director	Member
Malapaka Venkata Surya Lakshmi	Non-Executive Independent Director	Member

#### **Stakeholders Relationship Committee**

<b>Name</b>	<b>Category of Director</b>	<b>Designation</b>
Mr. Casula Raj Kumar	Non-Executive Independent Director	Chairman
Mr. Kadakia Amish Bharat	Non-Executive Independent Director	Member
Mr. G.P. Surana	Executive Director	Member

### **CORPORATE IDENTITY NUMBER**

**L27105TG1980PLC002644**

### **REGISTERED OFFICE**

1-7-241/11/D, Ramalaya,  
3<sup>rd</sup> Floor S.D.Road,  
Secunderabad-500003

**STATUTORY AUDITORS**

M/s. N K Jalan & Co,  
2-A, Mayur Apartments,  
Dadabhai Cross Road No.3,  
Vile Parle (West),  
Mumbai-400 056

**SECRETARIAL AUDITOR**

AGR Reddy & Co.  
202, Pavani Annex,  
Road No.2, Banjara Hills,  
Hyderabad-500034

**SHARE TRANSFER AGENTS & DEMAT REGISTRARS**

Aarthi Consultants Pvt. Ltd  
1-2-285, Domalguda,  
Hyderabad, Telangana- 500029

**BANKERS**

HDFC Bank,  
Secunderabad.

Indian Bank  
Secunderabad.

**WEBSITE**

[www.pmtele.com](http://www.pmtele.com)

**COMPLIANCE OFFICER**

Ms. Apeksha Naidu .....Company Secretary & Compliance officer

**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of the notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the following addresses.

**CORPORATE OFFICE**

1-7-241/11/D, Ramalaya,  
3<sup>rd</sup> Floor S.D.Road,  
Secunderabad-500003

Tel: 040-40176211,65595929

Fax: (040)27818967.

Email: gp@suranamailindia.com

**SHARE TRANSFER AGENTS & DEMAT REGISTRARS**

Aarathi Consultants Pvt. Ltd

1-2-285, Domalguda,

Hyderabad, Telangana- 500029

Phones: 040-27638111/27634445/27642217/66611921

Fax:040-27632184

E-Mail: info@aarthiconsultants.com

Website: www.aarthiconsultants.com

SEBI has made it mandatory for every participant in the Securities/Capital Market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with photocopy of both sides of PAN card, duly attested to the Demat Registrar and Share Transfer Agent of the Company, M/s Aarathi Consultants Pvt. Ltd as above.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the members of P Telelinnks Limited will be held on **Friday, the 30<sup>th</sup> day of September, 2016 at 11.00 AM** at 1-7-241/11/D, Ramalaya, 3<sup>rd</sup> Floor S.D.Road Secunderabad- 500003 to transact the following business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt:
  - the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Report of the Board of Directors and the Report of the Auditors thereon; and
2. To appoint a director in place of Ms. Malapaka Venkata Surya Sri Lakshmi (DIN: 07169994) , who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, the Company hereby ratifies the appointment of M/s. N K Jalan & Co, Chartered Accountants (Firm Registration No. 10419W) as the Statutory Auditor of the Company, to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company for the financial year ending March 31<sup>st</sup>, 2017.

By the order of the Board  
*For P M Telelinnks Limited*  
Sd/-

**G P Surana**  
Managing Director  
DIN: 01777675

Place: Secunderabad  
Date: 02.09.2016

Registered Office  
1-7-241/11/D, Ramalaya, 3<sup>rd</sup> Floor S.D.Road Secunderabad- 500003

Notes:

1. The statement of the particulars of Directors seeking Appointment / Re-appointment is enclosed as **Annexure A.** as required under sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure requirements),2015. The Directors have furnished the requisite declarations for their appointment/re-appointment.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its registered office not later than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.**  
**A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.**
3. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 ( twenty four) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
4. Members are requested to bring the Attendance Slip duly filled in and signed mentioning therein details of their DP ID and Client ID/ Folio No., which is enclosed herewith, and hand over the same at the entrance of AGM venue.
5. Members who hold shares in dematerialised form are requested to bring their depository account Number (Client Id and DP Id No) for easier identification and recording of the attendance at the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting
8. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting. Members may also note that the Notice of the 36<sup>th</sup> AGM and the Annual Report for 2015-2016 will also be available on the Company's website [www.pmtele.com](http://www.pmtele.com) for download.
9. Members desirous of seeking any information on the accounts or operations of the company are requested to write to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
10. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
11. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent, M/s. Aarathi consultants Private limited Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
12. Members holding shares under multiple folios are requested to consolidate their holdings, if the shares are held in the same name or in the same order of names.
13. The equity shares of the Company have been notified for compulsory trading in demat form. The Company has signed a tripartite agreement with National Securities Depository Limited (NSDL), Central Depository Services

(India) Limited (CDSL) and M/s. Aarhi consultants Private limited to facilitate dematerialisation of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialised form.

14. Relevant Documents referred to in the accompanying notice and the Explanatory Statement is open for inspection at the registered office of the company on all working days during the business hours up to the date of the Annual General Meeting.
15. In terms of Section 160, any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).
16. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details to the Registrar and Share Transfer Agent, M/s Aarhi consultants Private limited, 1-2-285, Domalguda, Hyderabad - 500029
17. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company’s Registrar and Transfer Agent.
18. Members holding shares in the company and who have not registered their mail id with the company or the depository and wish to avail e-voting may write to the registrar or the company quoting their client id/folio no and DP id so as to send the password for e-voting. Hard copy of the ballot paper will be provided at the venue of the AGM for those members who have not exercised their e-voting.

**19. Voting through electronic means:**

In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2016 and all other applicable provisions, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by CDSL, in respect of all resolutions set forth in this Notice.

The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting. Mr. Manoj Kumar Koyalkar, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

The facility for voting through ballot paper shall be made available at AGM and members attending the meeting and who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through the ballot paper.

Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A person whose name is recorded in the registrar of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e 23.09.2016 only shall be entitled to avail the facility of remote e-voting.

**1. Voting through electronic means:**

- I.** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 20th Annual General Meeting (AGM) by



electronic means and the business may be transacted through Remote E-Voting platform provided by CDSL.

The instructions for Remote E-Voting are as under:

- i. The voting period begins at 9 A.M. on 27.09.2016 and ends at 5 P.M. on 29.09.2016 During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e 22.09.2015, (End of Day) may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL/NSDL for voting thereafter.
- ii. The shareholders should log on to the Remote E-Voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on the “Shareholders” tab.
- iv. Now select the “PM Telelinnks Limited” from the drop down menu and click on “SUBMIT”.
- v. Now enter your User-ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

ix.

	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> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li><li>• The respective sequence number will be printed on the address sticker of the annual report cover sent to the shareholders</li></ul>
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>

- x. After entering these details appropriately, click on “SUBMIT” tab.

- xi. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- xii. For Members holding shares in physical form, the details can be used only for Remote E-Voting on the resolutions contained in this notice.
- xiii. Click on EVSN of P M Telelinnks Limited
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Note for Institutional Shareholders
  - a. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.co.in> and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - c. After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - d. 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.
  - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding, you may refer the Frequently Asked Questions ("FAQ's") 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)

**II.** The Scrutinizer Manoj Kumar Koyalkar of AGR Reddy & Co., Hyderabad shall within a period not exceeding three (3) working days from the conclusion of the Remote E-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**III.** The results shall be declared on or before the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website [www.pmtele.com](http://www.pmtele.com) and on the website

of M/s Aarthi consultants Private Limited. Within two (2) days of passing of the resolutions at the AGM of the Company and be communicated to the Stock Exchanges.

By the order of the Board

*For P M Telelinnks Limited*

Sd/-

**G P Surana**

Managing Director

DIN: 01777675

Place: Secunderabad

Date:02.09.2016

Registered Office

1-7-241/11/D, Ramalaya, 3<sup>rd</sup> Floor S.D.Road Secunderabad -500003

## Directors' Report

Dear Members,

Your Directors have pleasure in presenting their 36<sup>th</sup> Annual Report on the business and operations of your company for the financial year ended March 31<sup>st</sup>, 2016.

### Financial Results

The standalone financial performance of the Company for the financial year ended March 31, 2016 is summarized below:

**Standalone** (Rs.)

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
Revenue from operations	9,91,70,874	18,90,91,721
Other Income	Nil	26,59,050
<b>Total Revenue</b>	<b>9,91,70,874</b>	<b>19,17,50,771</b>
Total Expenditure	10,67,80,152	19,06,24,104
Profit/(Loss) before exceptional and extra-ordinary items and taxes	<b>(76,09,278)</b>	<b>11,26,667</b>
Exceptional Items	5,12,00,000	<b>0</b>
Tax Expense	16,22,035	(54,60,841)
<b>Profit/(Loss) after Tax</b>	<b>(5,71,87,243)</b>	<b>65,87,508</b>
Earnings per equity shares in Rs.	<b>(5.68)</b>	<b>(0.65)</b>

### Review of Performance and state of the company's affairs

During the year under review, the overall performance of the Company was reasonable considering to the sector/market conditions. The earnings from operations reduced to Rs. 9,91,70,874 from the previous year of Rs. 18,90,91,721.

### Dividend and Transfer to Reserves

The company is in losses and unable to declare any dividend or transfer any amount to reserve.

There were no transfers to Reserves during the financial year 2015-2016.

### Share Capital

The Authorized Share Capital of the Company stands at Rs. 12,00,00,000/- (Twelve Crore) divided into 12,00,000 Shares and paid up capital is Rs. 10,07,50,000 (Ten Crore Seven Lakhs Fifty thousand) Equity Shares of Rs. 10./- divided into 10,75,000 (Rupees Five) each.

### Listing

The Securities Exchange Board of India (SEBI), on September 02<sup>nd</sup> 2015, has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with an aim to consolidate and streamline the provisions of Listing agreement for different segments of capital market to ensure better enforceability. The said regulations were

effective from December 1<sup>st</sup>, 2015. Accordingly , all listed entities were required to enter into the Listing Agreement within 6 months from the effective date. The Company entered into Listing agreement with the National Stock Exchange limited and BSE Limited.

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 BSE where the Company's Shares are listed.

**Directors & its board meetings:**

The Board of directors of your company is duly constituted.

*Proposed Appointments:*

The following appointments to the Board are proposed:

Approval of the shareholders is being sought for the appointment of Malapaka Venkata Surya Sri Lakshmi (DIN: 07169994 as Director (Non Executive) of the Company, who retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer herself for re-appointment in accordance with the provisions of the Companies Act and pursuant to Articles of Association of the Company. Your Board recommends his re-appointment.

**Number of meetings of the board:**

Five Board Meetings were held on 14.05.2015, 04.08.2015, 05.11.2015, 09.12.2015 and 13.02.2016. The gap between any two Board Meetings is within the period prescribed by the Companies Act, 2013 and Listing Agreement.

**Declarations by Independent Directors:**

The Company has received declarations form the Independent Director under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

**Board evaluation and assessment:**

The company believes formal evaluation of the board and of the individual directors, on an annual basis, is a potentially effective way to respond to the demand for greater board accountability and effectiveness. For the company, evaluation provides an ongoing means for directors to assess their individual and collective performance and effectiveness. In addition to greater board accountability, evaluation of board members helps in ;

- a. More effective board process
- b. Better collaboration and communication
- c. Greater clarity with regard to members roles and responsibilities
- d. Improved chairman – managing directors and board relations

The evaluation process covers the following aspects

- Self evaluation of directors
- Evaluation of the performance and effectiveness of the board
- Evaluation of the performance and effectiveness of the committees
- Feedback from the non executive directors to the chairman
- Feedback on management support to the board.

### **Familiarisation Programme for Independent Directors**

The Company shall through its Senior Managerial personnel familiarise the Independent Directors with the strategy, operations and functions of the Company. The Independent Directors will also be familiarised with their roles, rights and responsibilities and orientation on Statutory Compliances as a Board Member.

On appointment of the Independent Directors, they will be asked to get familiarised about the Company's operations and businesses. An Interaction with the key executives of the Company is also facilitated to make them more familiar with the operations carried by the company. Detailed presentations on the business of the company are also made to the Directors. Direct meetings with the Chairman and the Managing Director are further facilitated for the new appointee to familiarize him/her about the Company/its businesses and the group practices as the case may be and link is available at the website [www.pmtele.com](http://www.pmtele.com).

### **Directors' Responsibility Statement**

Pursuant to the requirement under section 134 (3) and (5) of the Companies Act 2013, with respect to Directors' Responsibility Statement, your board of directors to the best of their knowledge and ability confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

### **Constitution and Composition of Audit Committee**

The Audit Committee of the company is duly constituted as per section 177 of the companies act, 2013. Composition and Scope of Audit Committee is provided under the Corporate Governance report annexed herewith.

### **Corporate Governance**

In pursuance of Regulation 17 to 27 read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, entered into with the Stock Exchanges, a separate Report on Corporate Governance along with a certificate from a Practicing Chartered Accountant regarding its compliance is annexed as Annexure IV and forms part of this Report. Your company will continue to adhere in letter and spirit to good corporate governance policies.

### **Management Discussion & Analysis**

The Management Discussion and Analysis Report highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is furnished separately and forms part of this report.

### **Statutory Auditors**

M/s. N K Jalan & Co., Chartered Accountants, Mumbai, who were appointed at 34<sup>th</sup> Annual General Meeting for a period of three years till conclusion of 37<sup>th</sup> AGM, subject to ratification at every AGM. The board proposes ratification of their appointment to the shareholder.

### **Management Replies To Auditors Report:**

With reference to observations made in Auditor's Report, the notes of account is self-explanatory and therefore do not call for any further comments.

### **Cost Audit Report**

The provisions of Section 148 of the Companies Act, 2013 does not apply to the Company and hence, no cost auditors are appointed.

### **Secretarial Audit Report**

Pursuant to the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, the company is required to obtain Secretarial Audit Report from Practising Company Secretary. Mr. Manoj Kumar Koyalkar, Practising company secretary was appointed to issue Secretarial Audit Report for the financial year 2015-16.

Secretarial Audit Report issued by Mr. Manoj Kumar Koyalkar, Practising company secretary in Form MR-3 for the financial year 2015-16 forms part to this report as '**Annexure – VI**'. The company will ensure to file the ROC forms as suggested by the Secretarial Auditor.

### **Business Responsibility Report (BRR)**

Securities Exchange Board of India (SEBI) vide circular CIR/CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities based on their market capitalization on Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd as at 31 March 2012. In view of the requirements specified, the company is not mandated for the providing the BRR and hence do not form part of this Report.

### **Corporate Social Responsibility**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

### **Particulars of Loans, Guarantees and Investments**

Details of loans and guarantees given and investments made under Section 186 of the Act are provided in the Notes to the Financial Statements.

### **Whistle Blower Policy/Vigil Mechanism**

Pursuant to the provisions of section 177 of the companies act, 2013 and the rules framed there under and pursuant to the applicable provision of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 the listing agreement entered with stock exchanges, the company has established a mechanism through which all stake holders can report the suspected frauds and genuine grievances to the appropriate authority. The Whistle blower policy which has been approved by the board of directors of the company has been hosted on the website of the company viz [www.pmtele.com](http://www.pmtele.com)

### **Risk Management Policy**

The board of directors has formed a risk management committee to identify, evaluate, mitigate and monitor the risks associated with the business carried by the company. The committee reviews the risk management plan and ensures its effectiveness. A mechanism has been put in place which will be reviewed on regular intervals.

### **Policy on Sexual Harassment**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended 31st March, 2016, the Company has not received any complaints pertaining to Sexual Harassment.

#### **Particulars of Contracts or arrangements with related parties**

All the related party transactions that were entered during the financial years were in the ordinary course of business of the company and were on arm length basis. There were no materially significant related party transactions entered by the company during the year with the promoters, directors, key managerial personnel or other persons which may have a potential conflict with the interest of the company.

Particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in **Form No. AOC-2** as '**Annexure I**' to this report.

#### **Material changes and commitments, if any, affecting the financial position of the company**

There are no material changes and commitments affecting the financial position of the company which occurred between the end of the financial year to which the financial statements relate and the date of the report.

#### **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future

#### **Public Deposits**

Your Company has not accepted any deposits from the public. As such, there was no principal or interest outstanding on the date of the Balance Sheet.

#### **Particulars of Employees**

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as '**Annexure II**' to this Report.

In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company.

Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed in Annexure – II and forms part of this Report

#### **Extract of the Annual Return**

In accordance with Section 134 (3) (a) of the Act, an extract of the Annual Return in the prescribed format is appended as '**Annexure III**' to this Report.

#### **Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**



Conservation of Energy which is not furnished as the relative rule is not applicable to your company.

There is no information to be furnished regarding Technology Absorption as your company has not undertaken any research and development activity in any manufacturing activity nor any specific technology is obtained from any external sources which needs to be absorbed or adapted.

#### **Foreign Exchange Earnings and Outgo**

There were no foreign earnings and outgo during the financial year.

#### **Internal Audit & Controls**

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

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

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

#### **Industrial Relations**

The company enjoyed cordial relations with its employees during the year under review and the Board appreciates the employees across the cadres for their dedicated service to the Company, and looks forward to their continued support and higher level of productivity for achieving the targets set for the future.

#### **Human Resources**

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement

#### **Acknowledgements**

Your Directors wish to express their appreciation of the support and co-operation of the Central and the State Government, bankers, financial institutions, business associates, employees, shareholders, customers, suppliers and alliance partners and seeks their continued patronage in future as well.

**For and on behalf of the Board of  
P M Telelincks Limited**

**Place: Secunderabad  
Date: 02.09.2016**

**Sd/-  
G P Surana  
Managing Director  
(DIN:01777675)**

**Sd/-  
Ravi Surana  
Director & CFO  
(DIN:01777676)**

**Annexure A**

Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting pursuant to clause 49 of the Listing Agreement)

Name of Director	Malapaka Venkata Surya Sri Lakshmi
Date of Birth	18.06.1970
Date of Appointment	28.03.2015
Expertise in specific functional areas	--
Qualification	SSC
List of other companies in which directorship is held as on March 31, 2016*	--
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2016	--
Equity Shares held in the Company	--
Relationship between Directors inter-se	--

**CERTIFICATE BY CFO**

I. Ravi Surana, CFO of P M Telelinnks Limited certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief :
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

*For P M Telelinnks Limited*

Sd/-

**Ravi Pukraj Surana**  
**Chief Financial Officer**  
**DIN: 01777676**

**Place : Hyderabad**

**Date : 02.09.2016**

**FORM NO. AOC.2**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto  
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

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

There was no such contract or arrangement or transaction entered during the year ended 31.03.2016 which was not at arm's length basis.

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

<b>Name(s) of the related party and nature of relationship</b>	<b>Nature of contracts/arrangements/ transactions</b>	<b>Duration of the contracts/arrangements/ transactions</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	<b>Date(s) of approval by the Board, if any</b>	<b>Amount paid as advances, if any</b>
					-
					-
					-
					-

**For and on behalf of the Board of  
P M Telelinnks Limited**

**Place: Secunderabad  
Date: 02.09.2016**

**Sd/-  
G P Surana  
Managing Director  
(DIN:01777675)**

**Sd/-  
Ravi Surana  
Director & CFO  
(DIN:01777676)**

**Annexure II**

The details of remuneration during the year 2015-16 as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 are as follows:

SI. No	Disclosure Requirement	Disclosure Details	
1.	Ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year:	<b>Executive Directors</b>	<b>Ratio to median remuneration</b>
		Nil	Nil
		Nil	Nil
		Nil	Nil
2.	Percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<b>Directors, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial year</b>
		Nil	

3. Percentage increase/(decrease) in the median remuneration of the employees in the financial year –

4. Number of permanent employees on the rolls of the Company as at 31<sup>st</sup> March, 2016 –

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

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

**For and on behalf of the Board of  
P M Telelinnks Limited**

**Place: Secunderabad  
Date: 02.09.2016**

**Sd/-  
G P Surana  
Managing Director  
(DIN:01777675)**

**Sd/-  
Ravi Surana  
Director & CFO  
(DIN:01777676)**

**Information under Section 197 (12) of the Companies Act, 2013 read with the rule 5(2) Companies ( Appointment and remuneration of managerial personnel ) Rules, 2014 and forming part of Directors Report for the year ended March 31, 2016.**

**(i)**

Names of top 10 Employees Employed throughout the Financial Year and in receipt of remuneration aggregating Rs 1,00,00,000 ( 1 Crore) or more								
Name of the Employee	Designation	Remuneration ( in Rs.)	Qualification	Experience (years)	Date of Commencement of Employment	Age	Last employment held before joining the company	% of equity shares held in the Company
Nil								

**(ii)**

Names of top 10 Employees Employed throughout the Financial Year and in receipt of remuneration for a part of that year, at a rate which, in the aggregate, was not less than 8,50,000 rupees Per Month								
Name of the Employee	Designation	Remuneration ( in Rs)	Qualification	Experience (years)	Date of end of Employment	Age	Last employment held before joining the company	% of equity shares held in the Company

(iii) Employee employed throughout the financial year or the part thereof, was in receipt of remuneration in that year which, in the aggregate, or the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than 2 % of the equity shares of the company.

**For and on behalf of the Board of  
P M Telelinks Limited**

**Place: Secunderabad  
Date: 02.09.2016**

**Sd/-  
G P Surana  
Managing Director  
(DIN:01777675)**

**Sd/-  
Ravi Surana  
Director & CFO  
(DIN:01777676)**

**Information under Section 197 (12) of the Companies Act, 2013 read with the rule 5(3) Companies ( Appointment and remuneration of managerial personnel ) Rules, 2014 and forming part of Directors Report for the year ended March 31, 2016.**

- (i) Designation of the employee**
- (ii) Remuneration received**
- (iii) Nature of employment, whether contractual or otherwise**
- (iv) Qualification and experience of the employee**
- (v) Date of commencement of employment**
- (vi) Age of such employee**
- (vii) Last employment held by such employee before joining the company**
- (viii) Percentage of equity shares held by the employee in the company within the meaning of point (iii) above**
- (ix) Whether any such employee is a relative of any director or the manager of the company and if so, name of such director or manager**

**For and on behalf of the Board of  
P M Telelinnks Limited**

**Place: Secunderabad  
Date: 02.09.2016**

**Sd/-  
G P Surana  
Managing Director  
(DIN:01777675)**

**Sd/-  
Ravi Surana  
Director & CFO  
(DIN:01777676)**

**Annexure-III**

**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31<sup>st</sup> March 2016**  
*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

CIN	:	L27105TG1980PLC002644
Registration Date	:	05.03.1980
Name of the Company	:	P.M. TEELINNKs LIMITED
Category / Sub-Category of the Company	:	Company limited by Shares/Non-govt company
Address of the Registered office and contact details	:	1-7-241/11/D, RAMALAYA, 3RD FLOOR S.D.ROAD SECUNDERABAD-500003
Whether listed company	:	YES
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Aarhi Consultants Pvt. Ltd 1-2-285, Domalguda, Hyderabad, Telangana- 500029 Phones: 040-27638111/27634445/27642217/66611921 Fax:040-27632184 E-Mail: info@aarhiconsultants.com Website: www.aarhiconsultants.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:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Steel Products Like TMT Bars	74081990	100

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

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
NA					



**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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual /HUF	3935209	--	3935209	39.06	3935209	--	3935209	39.06	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
<i>Sub-total(A)(1):</i>	3935209	--	3935209	39.06	--	--	3935209	39.06	--
<b>(2) Foreign</b>									
a) NRIs – Individuals	--	--	--	--	--	--	--	--	--
b) Other – Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	601000	--	601000	5.97	601000	--	601000	5.97	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any other	--	--	--	--	--	--	--	--	--
<i>Sub-total (A)(2):</i>	4536209	--	4536209	45.02	4536209	--	4536209	45.02	--
<b>Total</b>	4536209	--	4536209	45.02	4536209	--	4536209	45.02	--

<b>shareholding of Promoter (A) = (A)(1)+(A)(2)</b>									
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	100	--	100	00	100	--	100	00	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<i>Sub-total (B)(1):</i>	100	--	100	00	100	--	100	00	--
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	597206	--	597206	5.93	724652	--	724652	7.19	1.26
ii) Overseas	--	--	--	--	--	--	--	--	--
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share	1128910	268860	1397770	13.87	1176620	267060	1443680	14.33	0.46

capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3517313	--	3517313	34.91	3327153	--	3327153	33.02	1.89
<b>c) Others (NRI+ Clearing Members)</b>	26402	--	26402	0.26	43206	--	43206	0.42	0.16
<i>Sub-total(B)(2):</i>	5229931	268860	5538691	54.97	5271731	267060	5538791	54.98	0.01
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	5229931	268860	5538691	54.97	5271731	267060	5538791	54.98	0.01
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	9806140	268860	10075000	100	9807940	267060	10075000	100	--

## ii. SHAREHOLDING OF PROMOTERS:

S. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Meena Surana	6,23,159	6.19	Nil	623159	6.19	Nil	Nil

2	Ravi Pukhraj Surana	1,44,900	1.44	Nil	144900	1.44	Nil	Nil
3	Pranali Dipin Surana	5,94,850	5.9	Nil	594850	5.9	Nil	Nil
4	Gulab Chand Pukhraj Surana	25,200	0.25	Nil	25200	0.25	Nil	Nil
5	Gulab Chand Pukhraj Surana	10,95,500	10.87	Nil	1095500	10.87	Nil	Nil
6	Dipin Surana	4,12,000	4.09	Nil	412000	4.09	Nil	Nil
	Total	28,95,609	28.74	Nil	2895609	28.74	Nil	Nil

**iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<b>--NO CHANGE--</b>			
	At the End of the year				

**iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sl. No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Jipal Pineshkumar Shah				
	At the beginning of the year	4,36,058	4.33	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	4,36,058	4.33	--	--

2	Tulshiram Sitaram Manwal	No. of shares	% of total	No. of shares	% of total
---	--------------------------	---------------	------------	---------------	------------

			shares of the Company		shares of the Company
	At the beginning of the year	2,86,261	2.84	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	2,86,261	2.84	--	--

3	Religare Securities Ltd	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,66,141	1.64	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	1,66,141	1.64	--	--

4	Sonali Bhaveshbhai Patel	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,50,000	1.49	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	1,50,000	1.49	--	--

5	Bhavesh Nalinbhai Patel - Huf	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,50,000	1.49	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	1,50,000	1.49	--	--

6	Shah Utsav Nitinkumar	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,29,450	1.29	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	1,29,450	1.29	--	--

7	Rajendra Rajaram Dhole	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,21,300	1.20	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	1,21,300	1.20	--	--

8	Patel Jagdish Ramanlal	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,01,258	1.00	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	1,01,258	1.00	--	--

9	Govindasamy Ramalingam	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	96,350	0.95	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	96,350	0.95	--	--

10	Bhavesh Nalinbhai Patel	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	96,970	0.96	--	--
	Date wise Increase / Decrease in Share holding during the year	Nil	Nil	--	--
	At the End of the year ( or on the date of separation, if separated during the year)	96,970	0.96	--	--

**v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Gulab Chand Pukraj Surana				
	At the beginning of the year	10,95,500	10.87	10,95,500	10.87
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	Nil			
	At the End of the year	10,95,500	10.87	10,95,500	10.87

2	Ravi Surana	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1,44,900	1.44	1,44,900	1.44
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	Nil			
	At the End of the year	1,44,900	1.44	1,44,900	1.44

3	Casula Raj Kumar	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for				

	increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	At the End of the year				

4	Kadakia Amish Bharat	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year				

5	Malapala Venkata Surya Lakshmi	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Increase in shareholding pursuant to Shares allotted under ESOP Policy				
	At the End of the year				

6	Apeksh Naidu- Company Secretary.	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil



**V. INDEBTEDNESS:**

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

**(Amount in Crores)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager\*:**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager			Total Amount in Rs
1	Gross salary	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites	Nil	Nil	Nil	Nil

	u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil
	Ceiling as per the Act – Minimum remuneration in case of inadequacy profits	Nil	Nil	Nil	Nil

**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. No	Particulars of Remuneration	Name of Directors						Total Amount
1	Independent Directors							
	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2. Other Non-Executive Directors							
	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1+2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act: The act provides for paying sitting fees upto Rs 1,00,000 per meeting.							

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary	Apeksha Naidu		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000 PA	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	3,00,000	Nil	Nil

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

There were no Penalties, Punishment or Compounding of offences during the F.Y. ended 31st March, 2016.

Place: Secunderabad  
Date: 01.09.2016

Sd/-  
G P Surana  
Managing Director  
(DIN:01777675)

Sd/-  
Ravi Surana  
Director & CFO  
(DIN:01777676)

## Annexure –IV



**N. K. JALAN & CO.**  
Chartered Accountants.

2-A, Mayur Apartments,  
Dadabhai Cross Road No.3,  
Vile Parle (West),  
Mumbai - 400 056.  
Tele: 26210903/26210904.

Mobile: 9324114104  
E-mail: nkjalan@vsnl.com

### INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
**P.M. TELELINNKS LIMITED,**  
1-7-241/11/D, Ramalaya, 3<sup>rd</sup> Floor,  
S.D. Road, Secunderabad, Telangana – 500 003.

We have examined the compliance of conditions of Corporate Governance by **P.M. TELELINNKS LIMITED** (“the Company”) for the year ended on 31<sup>st</sup> March, 2016, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with Listing Agreement.

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

FOR N.K. JALAN & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 104019W

Sd/-  
(N.K. JALAN) PROPRIETOR  
Membership No. 011878

PLACE: Mumbai  
DATED: 02<sup>nd</sup> September, 2016

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

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

The Members,  
**M/s P.M. TELELINNKS LIMITED**  
1-7-241/11/D, Ramalaya,  
3<sup>rd</sup> Floor S.D.Road, Secunderabad-500003  
Telangana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **P.M. TELELINNKS LIMITED**, (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2016, ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the "**Act**") and the rules made there under and other applicable provisions of the erstwhile Companies Act, 1956 to the extent applicable;
- (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 under that Act;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(Not Applicable to the Company during the Audit Report)

- (6) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014;

Not Applicable to company during the financial year under review.

- (e) 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;
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

Not Applicable to company during the financial year under review.

- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Not Applicable to company during the financial year under review.

(7) Other laws applicable to the Company as per the representations made by the Management.

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

- (i) Secretarial Standard-1 and Secretarial Standard-2, with respect to Board and General Meetings respectively, issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

*Pursuant to the provisions of Section 179 of the Act, read with rule 8 of Companies (Meetings of the Board and its Powers) Rules, 2014, the company has not filed the Form MGT-14 with Registrar of Companies, Andhra Pradesh and Telangana, for the appointment of Internal Auditor.*

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

There was no change in composition of the Board of Directors during the period.

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

Majority decisions are carried out unanimously and are captured and recorded as part of the minutes.

I 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* **AGR Reddy & Co.**  
**Company Secretaries**

Sd/-

**Manoj Kumar Koyalkar**  
**Membership No. : 19445**  
**Certificate of Practice No. 10004**

Hyderabad, 02<sup>nd</sup> September, 2016

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

**Annexure-A**

The Members,  
**M/s P.M. TELELINNKS LIMITED**  
1-7-241/11/D, Ramalaya,  
3<sup>rd</sup> Floor S.D.Road, Secunderabad-500003  
Telangana

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

- a. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
- c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d. Where ever required, I have obtained Management Representation about the compliance, laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- f. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

*for* **AGR Reddy & Co.**  
**Company Secretaries**

Sd/-  
**Manoj Kumar Koyalkar**  
**Membership No. : 19445**  
**Certificate of Practice No. 10004**

Hyderabad, 02<sup>nd</sup> September, 2016



## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY

P M Telelinnks Limited ('the Company') is committed to achieve transparency and accountability, the basic parameters of Corporate Governance norms, across the operations of the Company and in its interaction with all the stakeholders, to establish an enduring relationship with and maximize the wealth of stake holders. The Company believes that these practices will not only result in sustainable growth of the company but will also result in meeting every stake holder expectations.

### 2. BOARD OF DIRECTORS

The Board of Directors of the Company currently consists of Eight Directors. The Company has an Executive Chairman. The Executive Chairman and the Managing Director manage the day-to-day affairs of the Company. The Board has an optimum combination of Executive and Non-Executive directors.

a) Composition and Category of directors as on March 31, 2016

Category	No. of Directors
Promoter Executive Directors	2 (Two)
Non-promoter Executive Director	0(Zero)
Non Executive Director Non-Independent Director	0(Zero)
Non-Executive Independent Directors	3 (Three)
<b>Total</b>	<b>5 (Five)</b>

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 .

Name of the Director	Category
Gulab chand Pukraj Surana	Managing Director (Promoter, Executive)
Ravi Surana	CFO (Promoter, Executive)
Casula Raj Kumar	Director (Independent, Non-Executive)
Kadokia Amish Bharat	Director (Independent, Executive)
Malapaka Venkata Surya Lakshmi	Director (Independent, Non-Executive, Woman Director)

- b) Attendance of each director at the Board meetings held during the year 2015-16 and at the last Annual General Meeting

<i>Name of the Director</i>	<b>Category</b>	<b>Meetings held during the year</b>	<b>Meetings attended</b>	<b>Attendance at Last AGM</b>
Gulab chand Pukraj Surana	Managing Director (Promoter, Executive)	5	5	Yes
Ravi Surana	CFO (Promoter, Executive)	5	5	Yes
Casula Raj Kumar	(Independent, Non-Executive)	5	5	Yes
Kadokia Amish Bharat	(Independent, Non-Executive)	5	5	Yes
Malapaka Venkata Surya Lakshmi	(Independent, Non-Executive, Woman Director)	5	5	Yes

- c) No. of other Boards/Board Committees in which the Directors are either Member or Chairman as at March 31, 2016

Name of the Director	Board		Committee	
	Chairman	Member	Chairman	Member
Gulab chand Pukraj Surana	1	None	None	None
Ravi Surana	None	None	None	None
Casula Raj Kumar	None	None	None	None
Kadokia Amish Bharat	None	None	None	None
Malapaka Venkata Surya Lakshmi	None	None	None	None

*\*excludes directorship and membership in P M Telelinnks Limited, private companies, foreign companies and membership in other committees.*

d) No. of Board Meetings held and dates on which they were held during the year 2015-16

<i>Quarter</i>	<i>No. of Meetings</i>	<i>Dates on which held</i>
1 <sup>st</sup> Quarter	1	14.05.2015
2 <sup>nd</sup> Quarter	1	04.08.2015
3 <sup>rd</sup> Quarter	2	05.11.2015 09.12.2015
4 <sup>th</sup> Quarter	1	13.02.2016

e) Disclosure of relationships between directors inter-se:

Mr. G P Suran Managing Director is father of Mr. Ravi Surana CFO of the company.

g) **Web link:**

[www.pmtle.com](http://www.pmtle.com) where details of familiarization programmes imparted to independent directors are disclosed.

#### **Independent Directors Meeting**

A meeting of the Independent Directors was held on 13<sup>th</sup> February, 2016 which was attended by the Independent Directors. The Independent Directors have evaluated the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Board. The Board was briefed on the deliberations made at the Independent Directors Meeting.

#### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. Structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

### **3. AUDIT COMMITTEE**

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Regulation 18 of SEBI (LODR) Reg.2015. The Audit Committee consists of a combination of Non Executive Independent Directors and Executive Director, which assists the Board in fulfilling its overall responsibilities.

i) Brief description of terms of reference

The terms of reference of the Audit Committee include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Reviewing the findings of any internal investigations by the internal audit department into matters where there is suspected fraud or irregularity or a failure of internal control systems

of a material nature and reporting the matter to the board;

14. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
15. To review the functioning of the Vigil mechanism;
16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and as per the role of committee specified under Part C of Schedule II.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Regulation 23 of SEBI (LODR) Regulations, 2015.

ii) Composition, name of members and Chairperson

The Audit Committee comprises of the following directors

<b>Name of the Member</b>	<b>Status</b>	<b>Nature of Directorship</b>
Mr. Casula Raj Kumar	Chairman	Independent, Non-Executive
Mr. Kadakia Amish Bharat	Member	Whole time Director, Executive
Mr. G.P. Surana	Member	Independent, Non-Executive

Meetings and attendance during the year 2015- 2016

<b>Name of the Member</b>	<b>Meetings held during the year</b>	<b>Meetings attended</b>
Mr. Casula Raj Kumar	5	5
Mr. Kadakia Amish Bharat	5	5
Mr. G.P. Surana	5	5

#### 4. **NOMINATION AND REMUNERATION COMMITTEE**

a. Brief description of terms of reference

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

6. To devise a policy on Board diversity
7. To develop a succession plan for the Board and to regularly review the plan;

b. Composition, name of members and Chairperson

The Nomination and Remuneration Committee comprises of the following directors

Name of the Director	Status	Nature of Directorship
Mr. Casula Raj Kumar	Non-Executive Independent Director	Chairman
Mr. Kadakia Amish Bharat	Non-Executive Independent Director	Member
Malapaka Venkata Surya Lakshmi	Executive Director	Member

c. Meetings and Attendance during the year 2015-16:

Name of the Member	Meetings held during the year	Meetings attended
Mr. Casula Raj Kumar	1	1
Mr. Kadakia Amish Bharat	1	1
Mr. G.P. Surana	1	1

d. Remuneration Policy

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay

e. Details of remuneration to the directors (Rs. in Lakhs)

Particulars	Executive Directors			Non-executive				
					Independent Directors			
Salary	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
PF Contribution	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sitting fees	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Directors are not paid any sitting fees for any Board / Committee meetings attended by them.

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has a Stakeholders Relationship Committee (SRC) of Directors to look into the Redressal of complaints of investors such as transfer or credit of shares, non receipt of dividend/notices/annual reports, etc.

### a. Constitution and Composition of the Stakeholders' Relationship Committee

Name of the Director	Status	Nature of Directorship
Mr. Casula Raj Kumar	Chairman	Independent, Non-Executive
Mr. Kadakia Amish Bharat	Member	Independent, Non-Executive
Mr. G.P. Surana	Member	Managing Director, Executive

### Name, designation and address of the Compliance Officer:

**Ms. Apeksha Naidu**

**Address:** 1-7-241/11/D, Ramalaya, 3rd Floor S.D.Road Secunderabad-500003

**Contact Details:** gp@suranamailindia.com

E-mail ID: gp@suranamailindia.com

### b. During the year the Company received no complaints from the investors.

Sl. No.	Description	Received	Resolved	Pending
1	Non receipt of Electronic Credits	Nil	Nil	Nil
2	Non receipt of Annual Reports	Nil	Nil	Nil
3	Non receipt of Dividend Warrants	Nil	Nil	Nil
4	Non receipt of Refund order	Nil	Nil	Nil
5	SEBI	Nil	Nil	Nil
6	Stock Exchanges	Nil	Nil	Nil
	Total	Nil	Nil	Nil

## 6. GENERAL BODY MEETINGS

Location and date / time for last three Annual General Meetings were:

Financial Year	Location of the Meeting	Date and Time	Number of Special Resolutions passed	Details of Special Resolutions
2012-13	1-7-241/11/D, Ramalaya, 3 <sup>rd</sup> Floor S.D.Road Secunderabad-500003	30.09.2013	Nil	1. Nil

2013-14	1-7-241/11/D, Ramalaya, 3 <sup>rd</sup> Floor S.D.Road Secunderabad-500003	30.09.2014	Nil	1. Nil
2014-15	1-7-241/11/D, Ramalaya, 3 <sup>rd</sup> Floor S.D.Road Secunderabad-500003	30.09.2015	3	1. Nil

ii) During the F.Y 2015-16 the company did not have any extra ordinary General Meeting.

## 7. DISCLOSURES

- (i) There are no significant related party transactions with the Company's Promoters, Directors, the Management or relatives that may have potential conflict with the interest of the Company at large. Related party transactions have been disclosed in Notes to the Annual Accounts (Refer Note 24). The Company has framed a Policy on Related Party Transactions and the same is available on website of the Company.
- (ii) The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as the regulations and guidelines of SEBI. No other penalty or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- (iii) The Company has established a Vigil mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. During the year, no employee was denied access to Chairman of the Audit Committee.
- (iv) The information on Directors seeking appointment/ re-appointment is provided in the notes to the notice of the Annual General Meeting under the heading "Directors seeking Re-appointment at the ensuing Annual General Meeting".
- (v) The Company has complied with all the mandatory requirements of Compliance with Corporate Governance requirements specified in Regulation 17-27 and clauses (b) to (i) of Sub- regulation(2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 an
- (vi) The shareholding of the Non –Executive Directors in the Company as on March 31, 2016 is as under:

S.No	Name of the Director	Shares held
1.	Mr. Casula Raj Kumar	--
2.	Mr. Kadakia Amish Bharat	--
3.	Malapaka Venkata Surya Sri Lakshmi	--



- (vii) There were no pecuniary transactions with any of the Non-Executive Directors of the Company.
- (viii) As required under Schedule V E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chartered Accountant certificate regarding compliance of corporate governance is given as an annexure to the Directors' Report.
- (ix) As required under Schedule V D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the declaration issued by the Chief Executive officer is provided in the Annual Report.

#### **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant the relevant provision of the Companies Act, 2013 read with applicable Accounting Standards, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

#### **8. MEANS OF COMMUNICATION**

- (i) The Company does not send the quarterly results to each household of shareholders. The quarterly, half yearly, and annual results are intimated to the stock exchanges.
- (ii) The Company posts all the vital information relating to the Company and its performance / results including the press releases on its web site [www.pmtele.com](http://www.pmtele.com) for the benefit of the shareholders and public at large.
- (iii) The audited results for the financial year are approved by the Board and then communicated to the members through the Annual Report.
- (iv) SEBI Complaints Redressal System (SCORES): SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.
- (v) The Management Discussion and Analysis Report is attached and forms part of the Annual Report
- (vi) Reconciliation of share capital Audit (Formerly Secretarial Audit Report): A qualified practicing company secretary carried out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Reconciliation of share capital Audit (Formerly Secretarial Audit Report) confirm that the total issued / Paid-up capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL.

(vii) As per the vigil mechanism applicable to the company, there is an ombudsman who is responsible for its implementation.

(viii) A Dash board containing the risks identified if any, will be placed to the audit committee and measures taken by the management will be discussed to mitigate.

## 9. MEASURES FOR PREVENTION OF INSIDER TRADING

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2016, the company framed a Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its directors and designated employees. The code lays down guidelines, which mandates the directors and designated employees on the procedures to be followed and disclosures to be made while dealing with the shares of the company and also appraises the consequences for the violations. Details of the code for prevention of insider trading is available at the company's website [www.pmtele.com](http://www.pmtele.com)

## 10. GENERAL SHAREHOLDER' INFORMATION:

i. Date, Time & Venue of AGM	1-7-241/11/D, Ramalaya, 3 <sup>rd</sup> Floor S.D.Road Secunderabad- 500003
ii. Financial Year	2015-16
iii. Listing on Stock Exchanges	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Phones : 91-22-22721233/4, 91-22-66545695 Fax : 91-22-22721919
iv. Stock Code/Symbol	513403
v. Annual Listing fees to Stock Exchanges (BSE)	Rs. 2,29,000
vi. Dividend payment date	NA
vii. Registrar and Transfer Agents	Aarathi Consultants Pvt. Ltd 1-2-285, Domalguda, Hyderabad, Telangana- 500029 Phones: 040-27638111/27634445/27642217/66611921 Fax:040-27632184 E-Mail: <a href="mailto:info@aarthiconsultants.com">info@aarthiconsultants.com</a> Website: <a href="http://www.aarthiconsultants.com">www.aarthiconsultants.com</a>
viii. Share Transfer System	All the transfers received are processed and approved by the Stakeholder Relationship Committee at its meetings
ix. Distribution of Shareholding	As per the table mentioned below
x. Dematerialisation of shares and Liquidity	As on 31st March, 2016, 98,07,940 shares representing 97.35% of shareholding have been dematerialised. The balance 2,67,060 equity shares representing 2.65% were in physical form

xi. Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	As on March 31, 2016, there were no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments of the Company.			
xii. Commodity price risk or foreign exchange risk and hedging activities;	Not Applicable			
xiii. Plant locations/offices;	The company operates from 1-7-241/11/D, Ramalaya, 3 <sup>rd</sup> Floor S.D. Road Secunderabad- 500003			
xiv. Registered Office/ address for correspondence	1-7-241/11/D, Ramalaya, 3 <sup>rd</sup> Floor S.D. Road Secunderabad- 500003			
xv. Market Price Data High, Low during each month in last Financial year	<b>BSE</b>			
	Month	High	Low	Close
	April	2.97	2.58	2.97
	May	3.75	2.82	3.58
	June	4	2.54	2.54
	July	3.68	2.21	3.68
	August	5.61	3.86	4.75
	September	4.93	2.52	2.52
	October	2.7	2.43	2.6
	November	2.55	2.15	2.15
	December	2.79	2	2.79
	January	3.5	2.19	2.2
	February	2.75	2.22	2.75
March	3.57	2.5	3.52	
xvi. Performance in comparison to BSE Sensex and S&P CNX Nifty				

xvii. Capital Build up during the Financial Year

Distribution of Shareholding as on March 31, 2016:

Sno	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	2,862	83.32	42,11,980	4.18
2	5001- 10000	212	6.17	17,39,520	1.73
3	10001- 20000	117	3.41	18,68,030	1.85
4	20001- 30000	43	1.25	11,60,580	1.15

5	30001- 40000	19	0.55	6,65,860	0.66
6	40001- 50000	28	0.82	13,35,570	1.33
7	50001- 100000	60	1.75	44,33,180	4.4
8	100001 & Above	94	2.74	8,53,35,280	84.7
	<b>Total:</b>	<b>3,435</b>	<b>100</b>	<b>10,07,50,000</b>	<b>100</b>

#### 4. SHAREHOLDING PATTERN AS ON 31<sup>st</sup> MARCH, 2016:

Category	No. of shares held	Percentage of shareholding
Promoters	28,95,609	28.74
Promoters Body Corporate	6,01,000	5.97
Mutual funds / UTI		
Financial Institutions /Banks	100	0
Foreign Institutional Investors	--	--
Venture Capital Funds	--	--
Bodies Corporate	--	--
Foreign Bodies Corporate	--	--
Retail individuals/NRIs/Trusts /others	65,78,291	65.29
<b>Total</b>	<b>1,00,75,000</b>	<b>100</b>

#### COMPLIANCE WITH REGULATION MANDATORY REQUIREMENTS

The Company complied with all the applicable mandatory requirements of the listing agreement and is also submitting a quarterly compliance report duly certified by compliance officer of the company to the stock exchanges within the time frame prescribed under regulations. At present, other non-mandatory requirements have not been adopted by the Company

#### Green Initiative for Paperless Communications:

The Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by Companies through electronic mode. In accordance with the recent circular bearing no.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents to their shareholders through electronic mode to the registered e-mail addresses of the shareholders. This is a golden opportunity for every shareholder of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

This move by the Ministry is a welcome move, since it will benefit the society at large through reduction in paper consumption and contribution towards a greener environment. Additionally, it will avoid loss in postal transit, save time, energy and costs.

Pursuant to the said circular, the company has forwarded e-mail communication to all share holders whose email id were registered in the Depository records that the company intends to use the said e-mail id to send various Notices/ Correspondences etc .

By Understanding the underlying theme of the above circulars, to support this green initiative of the Government in full measure, the company is sending the documents like notice convening general meetings, financial statements, directors reports, auditor's report etc to the email address registered with the depositories by the share holders holding shares in electronic form and for shareholders holding shares in physical form, the physical copy to the address registered with the Registrar and Share transfer Agents of the Company.

In this regard, we request share holders who have not registered their email addresses, so far to register their email addresses, in respect of electronic holding with depository through their concerned depository participants and Members who hold shares in physical form are requested to send the required details to the Registrar and Share Transfer Agent, M/s XL Softech Systems Limited, 3 Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034, Telangana.

#### **Depository Services:**

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

##### **National Securities Depository Ltd.**

Trade World, 4th Floor  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai-400013.  
Tel : 091-022-24994200  
Fax:091-022-24972993/24976351  
Email : info@nsdl.co.in

##### **Central Depository Services (India)**

Phiroze Jeejeebhoy Towers,  
17th Floor, Dalal Street,  
Mumbai - 400023.  
Tel : 091-022-22723333  
Fax : 091-022-22723199  
Email: investors@cdslindia.com

#### **Code of Conduct for Board of Directors and Senior Management**

The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A Declaration signed by the Managing Director is furnished here under. A copy of the Code of Conduct applicable for the Board and Senior Management has been placed on the Web site of the company

**Place: Secunderabad**  
**Date: 01.09.2016**

**Sd/-**  
**G P Surana**  
**Managing Director**  
**(DIN:01777675)**

**Sd/-**  
**Ravi Surana**  
**Director & CFO**  
**(DIN:01777676)**

**DECLARATION**

As stipulated under Schedule V D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2016.

**Place: Secunderabad**

**Date: 02.09.2016**

**Sd/-**

**G P Surana**

**Managing Director**

**(DIN: 01777675)**



**N. K. JALAN & CO.**  
Chartered Accountants.

2-A, Mayur Apartments,  
Dadabhai Cross Road No.3,  
Vile Parle (West),  
Mumbai - 400 056.  
Tele: 26210903/26210904.  
Mobile: 9324114104  
E-mail: nkjalan@vsnl.com

**INDEPENDENT AUDITOR'S REPORT**  
**TO THE MEMBERS OF P.M.TEELINNK LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of P.M.TEELINNK LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation 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 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 provision 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.

**Auditors' Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the 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 the financial statements.

## Opinion

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 31<sup>st</sup> March, 2016 and its loss and its cash flows for the year ended on that date.

## Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR N.K. JALAN & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 104019W

PLACE: MUMBAI  
DATED: 25/05/2016

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(N.K. JALAN) PROPRIETOR  
Membership No.011878



## **Annexure 1 to the Independent Auditors' Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of its fixed assets:

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The title deeds of immovable properties recorded in the books of account of the Company are held in the name of the Company.

(ii) The inventory has been physically verified by management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.

(iii) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore provisions of sub clause (a), (b) and (c) of clause (iii) of paragraph 3 of the Order are not applicable to the Company.

(iv) As per the information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act.

(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 provisions of Sections 73 to 76 of the Act and the rules framed there under. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.

(vi) As per the information and explanations given to us, in respect of the class of industry in which the Company falls, the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.

(vii) In respect of statutory dues:

- (a) The company is regular in depositing with appropriate authority undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of above dues were in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of sales tax, custom duty, excise duty or cess which have not been deposited on account of any dispute. Details of dues of Income Tax which have not been deposited as at 31st March, 2016 on account of disputes are given below:

Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹)
Income Tax	Income Tax Officer	2008-09	3,75,510/-
Income Tax	Income Tax Officer	2009-10	6,42,430/-
Income Tax	Income Tax Officer	2010-11	53,99,420/-
Income Tax	Income Tax Officer	2011-12	96,77,628/-

- (viii) According to the information and explanation given to us, the Company has not taken loan from any financial institution, bank and government or has no dues to debenture holders. Therefore, the provisions of clause (viii) of paragraph 3 of the Order are not applicable to the Company.
- (ix) The Company has neither raised money by way of public issue offer nor has obtained any term loans. Therefore, the provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) The Company has not paid/provided managerial remuneration. Therefore question of obtaining approvals mandated by the provision of section 197 read with schedule V to the Act does not arise.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) As per the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) As per the information and explanation given to us the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

FOR N.K. JALAN & CO.  
 CHARTERED ACCOUNTANTS  
 FIRM NO. 104019W

PLACE: MUMBAI  
 DATED: 25/05/2016

Sd/-  
 (N.K. JALAN) PROPRIETOR  
 Membership No.0 11878

## **Annexure 2 to the Independent Auditors' Report**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of P.M.TELELINNKS LIMITED ("the Company") as of 31<sup>st</sup> March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

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

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

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

### Meaning of Internal Financial Controls Over Financial Reporting

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

FOR N.K. JALAN & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 104019W

PLACE: MUMBAI  
DATED: 25/05/2016

Sd/-  
(N.K. JALAN) PROPRIETOR  
Membership No.0 11878

**P.M.Telelinnks Limited**  
**Balance Sheet as at 31st March, 2016**

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	100,750,000	100,750,000
(b) Reserves and surplus	3	(41,583,271)	15,603,972
<b>2 Non-current liabilities</b>			
(a) Long term borrowings		-	-
(b) Deffered Tax Liabilities (net)		-	-
<b>3 Current liabilities</b>			
(a) Trade payables	4	110,942,312	151,042,909
(b) Short-term borrowings		-	-
(c) Other current liabilities	5	95,081	21,244
(d) Short-term provisions	6	268,124	557,521
<b>TOTAL</b>		<b>170,472,246</b>	<b>267,975,647</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	7	21,072,265	22,981,737
(b) Long-term loans and advances	8	-	2,200,000
(c) Other Non-Current Assets	9	-	49,000,000
(d) Deffered Tax Assets		2,689,350	995,277
<b>2 Current assets</b>			
(a) Inventories	10	-	6,597,525
(b) Trade receivables	11	138,240,408	178,341,181
(c) Current investments		-	-
(d) Cash and cash equivalents	12	7,918,306	608,284
(e) Short-term loans and advances	13	59,595	6,569,663
(f) Other current assets	14	492,322	681,980
<b>Notes To Balance Sheet and Statement of Profit and Loss</b>	1 to 26		
<b>TOTAL</b>		<b>170,472,246</b>	<b>267,975,647</b>

As per our report of Even Date

For N. K. JALAN & CO.

Chartered Accountants

Firm Reg No : 104019 W

Sd/-

CA N K JALAN  
PROPRIETOR  
Mem. No. 011878

For P.M.Telelinnks Limited

Sd/-

G P SURANA  
MANAGING DIRECTOR  
(DIN - 01777675)

Sd/-

RAVI SURANA  
DIRECTOR  
(DIN - 01777676)

Place : Mumbai  
Date : 25.05.2016

Place : Secundrabad  
Date : 25.05.2016

**P.M.Telinnks Limited**  
**Statement of Profit and Loss for the year ended 31st March, 2016**

Particulars	Note No.	For the year ended	For the year ended
		31st March, 2016	31st March, 2015
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (gross)	15	110,468,155	189,091,721
Less: Excise duty		11,297,281	-
Revenue from operations (net)		99,170,874	189,091,721
2 Other income	16	-	2,659,050
<b>3 Total Revenue (1 + 2)</b>		<b>99,170,874</b>	<b>191,750,771</b>
<b>4 Expenses</b>			
(a) Purchases	17	97,256,867	188,864,868
(b) Changes in inventories of finished goods and work-in-progress.	18	6,597,525	-
(c) Employee benefits expense	19	614,212	785,597
(d) Financial Expenses		-	-
(e) Depreciation and amortisation expense	7	-	367,980
(f) Other expenses	20	2,311,548	605,659
<b>Total expenses</b>		<b>106,780,152</b>	<b>190,624,104</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		(7,609,278)	1,126,667
<b>6 Exceptional items</b>	21	51,200,000	-
<b>7 Profit / (Loss) before extraordinary items and tax (5 - 6)</b>		(58,809,278)	1,126,667
<b>8 Extraordinary items</b>		-	-
<b>9 Profit / (Loss) before tax (7 - 8)</b>		(58,809,278)	1,126,667
<b>10 Tax expense:</b>			
(a) Current Tax		-	170,000
(b) Tax adjustments relating to prior years		72,038	-
(c) Deferred tax liability / (asset)		(1,694,073)	(5,630,841)
<b>11 Profit / (Loss) from continuing operations</b>		(57,187,243)	6,587,508
<b>12 Profit / (Loss) from discontinuing operations (after tax)</b>		-	-
<b>13 Profit / (Loss) for the year (11 + 12)</b>		<b>(57,187,243)</b>	<b>6,587,508</b>
<b>Notes To Balance Sheet and Statement Of Profit and Loss</b>	1 to 26		
Particulars	Note No.	For the year ended	For the year ended
		31st March, 2016	31st March, 2015
<b>14 Earnings per share (of ` 10/- each):</b>	22		
(a) Basic			
(i) Continuing operations		(5.68)	0.65
(ii) Total operations		(5.68)	0.65
(b) Diluted			
(i) Continuing operations		(5.68)	0.65
(ii) Total operations		(5.68)	0.65

As per our report Of Even Date

For N. K. JALAN & CO.

Chartered Accountants

Firm Reg No : 104019 W

Sd/-

CA N K JALAN

PROPRIETOR

Mem. No. 011878

For P.M.Telinnks Limited

Sd/-

G P SURANA

MANAGING DIRECTOR

(DIN - 01777675)

Sd/-

RAVI SURANA

DIRECTOR

(DIN - 01777676)

Place : Mumbai

Date : 25.05.2016

Place : Secundrabad

Date : 25.05.2016

**P.M.Telelinnks Limited**

**Cash Flow Statement for the year ended 31st March, 2016**

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	(58,809,278)	1,126,667
Adjustments to reconcile profit before tax to cash provided by operating activities		
Depreciation and amortisation expense	-	367,980
Loss on Sale of Machinery	1,709,462	-
Exceptional Item	51,200,000	-
Sundry Balances written off	-	(2,063,100)
<b>Operating Profit before working capital changes &amp; payment of taxes</b>	<b>(5,899,816)</b>	<b>(568,453)</b>
Changes in assets and liabilities		
(Increase) / Decrease in Inventory	6,597,525	-
(Increase) / Decrease Trade receivables	40,100,773	37,062,831
(Increase) / Decrease Short Term Loans and advances	6,479,800	(3,085,241)
(Increase) / Decrease in Other Current Assets	-	-
Increase / (Decrease) Trade payables	(40,100,597)	(38,041,062)
Increase / (Decrease) Other Current Liabilities	73,837	45,453
Increase / (Decrease) Short Term Provisions	30,708	-
<b>Cash Generated From Operations</b>	<b>7,282,229</b>	<b>(4,586,472)</b>
Income taxes paid	172,207	361,875
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>	<b>7,110,022</b>	<b>(4,948,347)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Increase In Other Non- Current Assets	-	-
Sale of Machinery	200,000	-
Disposal of other investments	-	-
<b>NET CASH FLOW/(USED IN) INVESTING ACTIVITIES</b>	<b>200,000</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Unsecured Loans to others	-	-
Loan to related parties	-	5,000,000
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>-</b>	<b>5,000,000</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>7,310,022</b>	<b>51,654</b>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	608,284	556,630
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	<b>7,918,306</b>	<b>608,284</b>

As per our report Of Even Date  
For N. K. JALAN & CO.  
Chartered Accountants  
Firm Reg No : 104019 W

For P.M.Telelinnks Limited

Sd/-  
CA N K JALAN  
PROPRIETOR  
Mem. No. 011878

Sd/-  
G P SURANA  
MANAGING DIRECTOR  
(DIN - 01777675)

Sd/-  
RAVI SURANA  
DIRECTOR  
(DIN - 01777676)

Place : Mumbai  
Date : 25.05.2016

Place : Secundrabad  
Date : 25.05.2016

<b>2. Share capital</b>				
Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	`	Number of shares	`
(a) Authorised Equity shares of ` 10 each	12,000,000	120,000,000	12,000,000	120,000,000
(b) Issued Equity shares of ` 10 each	10,075,000	100,750,000	10,075,000	100,750,000
(c) Subscribed and fully paid up Equity shares of ` 10 each	10,075,000	100,750,000	10,075,000	100,750,000
<b>Total</b>	<b>10,075,000</b>	<b>100,750,000</b>	<b>10,075,000</b>	<b>100,750,000</b>

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
G.P.Surana	1,095,500	10.87	1,095,500	10.87
Meena Surana	623,159	6.19	623,159	6.19
Pranali Surana	594,850	5.90	594,850	5.90
Priyanka Surana	539,600	5.36	539,600	5.36

i) The company has only one class of shares referred to as equity shares having a par value of ` 10/- each holder of equity shares is entitled to one vote per share.

### 3. Reserves and surplus

Particulars	As at 31st March, 2016	As at 31st March, 2015
	`	`
(a) Capital Reserve		
Opening Balance	77,114,350	77,114,350
Closing balance	77,114,350	77,114,350
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(61,510,378)	(57,771,265)
Add: Profit / (Loss) for the year	(57,187,243)	6,587,508
Add: Transfer from General Reserve	-	-
Less:- Adjustment related to fixed asset	-	10,326,621
Closing balance	(118,697,621)	(61,510,378)
(c) General Reserve		
Opening balance	-	-
Less : Transfer to Profit & Loss A/c	-	-
Closing balance	-	-
<b>Total</b>	<b>(41,583,271)</b>	<b>15,603,972</b>



<b>4. Trade Payables</b>		
<b>Particulars</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
Trade payables	110,942,312	151,042,909
<b>Total</b>	<b>110,942,312</b>	<b>151,042,909</b>

Balance of Creditors are subject to confirmation and/or Reconciliation/consequential adjustments if any.

<b>5. Other current liabilities</b>		
<b>Particulars</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
Duties & Taxes	29,668	21,244
Other Payables	65,413	-
<b>Total</b>	<b>95,081</b>	<b>21,244</b>

There is no contingent liability outstanding as on 31st march 2016 except given in note no. 25

<b>6. Short-term provisions</b>		
<b>Particulars</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
(a) Provision for Tax	170,000	490,105
(b) Provision for Others	98,124	67,416
<b>Total</b>	<b>268,124</b>	<b>557,521</b>

## 7. Fixed assets

A. Tangible assets	Gross Block				Accumulated depreciation and impairment				Net block	
	Balance as at 1st April, 2015	Additions	Disposals	Balance as at 31st March, 2016	Balance as at 1st April, 2015	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31st March, 2016	Balance as at 31st March, 2016	Balance as at 31st March, 2015
(a) Freehold land Owned	20,017,830	-	-	20,017,830	-	-	-	-	20,017,830	20,017,830
(b) Plant and Equipment Owned	109,298,607	-	109,298,607	-	107,389,135	-	107,389,135	-	-	1,909,472
(c) Factory Building Owned	21,088,691	-	-	21,088,691	20,034,256	-	-	20,034,256	1,054,435	1,054,435
<b>Total</b>	<b>150,405,128</b>	<b>-</b>	<b>109,298,607</b>	<b>41,106,521</b>	<b>127,423,391</b>	<b>-</b>	<b>107,389,135</b>	<b>20,034,256</b>	<b>21,072,265</b>	<b>22,981,737</b>
<b>Previous Year</b>	<b>150,405,128</b>	<b>-</b>	<b>-</b>	<b>150,405,128</b>	<b>116,728,790</b>	<b>10,694,601</b>	<b>-</b>	<b>127,423,391</b>	<b>22,981,737</b>	<b>33,676,338</b>

1) The Valuation of Fixed Assets has been taken, valued and certified by the managing director of the company

<b>8. Long Term Loans &amp; Advance</b>		
Particulars	As at 31st March, 2016	As at 31st March, 2015
Other	-	2,200,000
<b>Total</b>	-	2,200,000

<b>9. Other Non- Current Assets</b>		
Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade advances	-	49,000,000
<b>Total</b>	-	49,000,000

<b>10. Inventories</b> (At lower of cost and net realisable value)		
Particulars	As at 31st March, 2016	As at 31st March, 2015
Stock-in-trade (a) Traded Goods	-	6,597,525
<b>Total</b>	-	6,597,525

(i) The closing stock has been taken and certified by the management of the company.

<b>11. Trade receivables</b>		
Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Unsecured, considered good		
More than six months	138,240,408	168,878,845
Others	-	9,462,336
Less: Provision for doubtful trade receivables	-	-
<b>Total</b>	138,240,408	178,341,181

(i) Balance of Debtors are subject to confirmation and/or Reconciliation/consequential adjustments if any.

<b>12. Cash and cash equivalents</b>		
Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Cash on hand	203,624	591,979
(b) Balances with banks		
(i) In current accounts	7,714,682	16,305
<b>Total</b>	7,918,306	608,284

<b>13. Short-term loans and advances</b>		
Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Unsecured, considered good		
(i) Payment of Taxes	59,595	89,863
(ii) Loan Given to related Parties	-	-
(b) Others	-	6,479,800
<b>Total</b>	59,595	6,569,663

<b>14. Other Current Assets</b>		
Particulars	As at 31st March, 2016	As at 31st March, 2015
S A Tax Assessment Year 14-15	-	361,875
S A Tax Assessment Year 15-16	172,217	-
Mat credit Entitlement	320,105	320,105
<b>Total</b>	492,322	681,980

<b>15. Revenue from operations</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	-	-
Sale of Traded Goods	110,468,155	189,091,721
<u>Less :</u> Excise Duty	11,297,281	-
<b>Total</b>	<b>99,170,874</b>	<b>189,091,721</b>

<b>16. Other income</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	-	-
(a) Interest	-	595,950
(b) Sundry Balances written off	-	2,063,100
<b>Total</b>	<b>-</b>	<b>2,659,050</b>

<b>17. Purchases</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	-	-
Purchase of traded goods	97,256,867	188,864,868
<b>Total</b>	<b>97,256,867</b>	<b>188,864,868</b>

<b>18. Changes in inventories of work-in-progress and Finished goods.</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	-	-
<u>Inventories at the end of the year:</u> Traded goods	-	6,597,525
<u>Inventories at the beginning of the year:</u> Traded goods	6,597,525	6,597,525
<b>Net (increase) / decrease</b>	<b>6,597,525</b>	<b>-</b>

<b>19. Employee benefits expense</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Salaries & Benefits	598,967	739,589
Staff Welfare	15,245	46,008
<b>Total</b>	<b>614,212</b>	<b>785,597</b>

<b>20. Other Expenses</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Audit Fee	33,708	33,708
Listing Fees	224,720	112,360
CDSL Fees	85,233	37,635
Discount	4,000	-
Loss on sale of Machinery	1,709,462	-
Misc. Expenses	13,866	118,664
NSDL Charges	51,525	33,708
Postage & Telephone Expenses.	3,474	17,373
Printing & Stationery	24,682	47,765
Professional Charges	152,235	141,119
Rates & Taxes	10,222	6,180
Sundry Balance Writen Off	(12,439)	-
Traveling & Conveyance Charges	10,860	57,147
<b>Total</b>	<b>2,311,548</b>	<b>605,659</b>

<b>Audit &amp; Other Fees</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	33,708	33,708
For taxation matters	-	-
Reimbursement of expenses	-	-
<b>TOTAL</b>	<b>33,708</b>	<b>33,708</b>

<b>21. Exceptional items</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Trade Advances	51,200,000	-
<b>Total</b>	<b>51,200,000</b>	<b>-</b>

The Trade Advances on account of Trade discount claims for bulk purchases amounting to ` 5,12,00,000/- are outstanding for more than 3 years. The Company has decided to w/off the same as the probability of receiving the same is not certain.



22. Earning Per Share				
Detail Calculation of Earning Per Share (EPS) as follows:				
	Net Profit	(57187243)		
	Existing No. of Shares	10075000		
	No. of Shares Pending allotment	-		
	Total No. of Shares	10075000		
a) Basic EPS	=	$\frac{\text{Net Profit}}{\text{No. of Shares}}$	=	$\frac{(57187243)}{10075000} = (5.68)$
b) Diluted EPS	=	$\frac{\text{Net Profit}}{\text{Existing No. of Shares} + \text{No. of Shares Pending Allotment}}$	=	$\frac{(57187243)}{10075000} = (5.68)$
Basic EPS has been Calculated on the basis of Existing No. of Shares as on the Balance Sheet date whereas Diluted EPS has been calculated on the basis of total of Existing shareholders as well number of Shares Pending allotment.				

23:- During the year the company was operational mainly in trading activity .Hence Segment Reporting is not applicable.

#### 24. : Related party Disclosure

##### 1. Relationships

##### Name of Related Party

G P Surana  
Ravi Surana  
PM Telecom  
Shah Sons Pvt Ltd  
Surana Steels Private Limited  
Surana Securities Limited  
Kaveri (India) Limited  
Golkonda Engineering Enterprises Ltd

##### Relationship

Managing Director  
Director  
Other Related Party  
Other Related Party  
Other Related Party  
Other Related Party  
Other Related Party  
Other Related Party

<u>Nature Of Transaction</u>	<u>Relationship</u>	<u>Name of Related Party</u>	<u>Value</u>
Interest Received	Other Related Party	PM Telecom	NIL (P. Y. 595,950)
Loan Repayment Received	Other Related Party	PM Telecom	NIL (P. Y. 7,736,355)
Advance from Creditors	Other Related Party	Golkonda Engineering Enterprises Ltd	NIL (P. Y. 6,475,000)
Sales	Other Related Party	Golkonda Engineering Enterprises Ltd	110,468,155 (P. Y. NIL)

##### 25 :- Contingent Liabilities

There are Income Tax Demands on the company for below four years :-

<u>A. Y.</u>	<u>Amount (₹)</u>
2009-10	375,510
2010-11	642,430
2011-12	5,399,420
2012-13	9,677,628

The Company has filed rectification application u/s 154 of the Income Tax Act, 1961 for above years with the Income Tax Officer.

The demands have been raised due to non allowance of b/f losses. The company believes that full demand will be removed after giving effect of b/f losses. However the same is subject to acceptance of the rectification application.

26. Previous year's figures have been regrouped / rearranged wherever necessary, so as to make them comparable with those of the current year.

**As per our report Of Even Date**

**For N. K. JALAN & CO.**

**Chartered Accountants**

**Firm Reg No : 104019 W**

**Sd/-**

**CA N K JALAN**

**PROPRIETOR**

**Mem. No. 011878**

**For P.M.Telelinnks Limited**

**Sd/-**

**G P SURANA**

**MANAGING DIRECTOR**

**(DIN - 01777675)**

**Sd/-**

**RAVI SURANA**

**DIRECTOR**

**(DIN - 01777676)**

**Place : Mumbai**

**Date : 25.05.2016**

**Place : Secundrabad**

**Date : 25.05.2016**



**FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE**

To  
M/s  
**P M Telelinnks Limited**  
1-7-241/11/D, Ramalaya,  
3<sup>rd</sup> Floor S.D.Road Secunderabad- 500003, Telangana  
e-mail ID:  
Phone:

**Company: P M Telelinnks Limited**

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode.  
Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : \_\_\_\_\_

DP ID / Client ID / Regd. Folio No.: \_\_\_\_\_

PAN No. : \_\_\_\_\_

E-mail Address : \_\_\_\_\_

Date:

Place:

(Signature of Member)

**P M Telelinnks Limited**

Registered Office: 1-7-241/11/D, Ramalaya, 3<sup>rd</sup> Floor S.D.Road Secunderabad- 500003 Telangana

**Form No. MGT-11**

**Proxy form**

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

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

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
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 22<sup>nd</sup> Annual General Meeting of the company, to be held on the **Friday, the 30<sup>th</sup> day of September, 2016 at 10.30 a.m.** at 1-7-241/11/D, Ramalaya, 3<sup>rd</sup> Floor S.D.Road Secunderabad- 500003 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To receive, consider and adopt: the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Report of the Board of Directors and the Report of the Auditors thereon.		
2.	To appoint a director in place of Ms. Malapaka Venkata Surya Sri Lakshmi (DIN: 07169994) , who retires by rotation and being eligible offers himself for re-appointment.		
3.	To ratify the appointment of Statutory Auditors M/s. N K Jalan& Co,Chartered Accountants (Firm Registration No. 011878W) as the Statutory Auditor of the Company		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_

Affix Re. 0.15  
revenue Stamp

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

Note:

- 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 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

*P M Telelinnks Limited* **Registered Office:** 1-7-241/11/D, Ramalaya, 3<sup>rd</sup> Floor S.D.Road Secunderabad- 500003  
**Telangana**

**ATTENDANCE SLIP**

**36<sup>th</sup> Annual General Meeting on Friday, the 30<sup>th</sup> day of September, 2016 at 10.30 a.m at 1-7-241/11/D, Ramalaya, 3<sup>rd</sup> Floor S.D.Road Secunderabad- 500003**

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 36<sup>th</sup> Annual General Meeting of P M Telelinnks Limited held at \_\_\_\_\_, on \_\_\_\_\_

(Member's /Proxy's Signature)

**Note:**

1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.

2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.

3) A Proxy need not be a member of the Company.

4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

*No Gifts, Gift Coupons, Cash in lieu of Gifts will be given at the AGM to any member.*

*ROUTE MAP TO VENUE OF AGM*

