



# **JYOTHI INFRAVENTURES LIMITED**

*(Formerly known as BOSS SECURITIES LIMITED)*

**16th Annual Report**

**2010-11**

**BOARD OF DIRECTORS**

MRS.T.SAILAJA - MANAGING DIRECTOR  
MR.CH.KRISHNAIAH - DIRECTOR  
MR. CH. SUJAN - DIRECTOR  
MR. R. MEGHANATH GOUD - DIRECTOR

**AUDITORS**

M/S. M.M. REDDY & CO.,  
CHARTERED ACCOUNTANTS, HYDERABAD

**REGD. OFFICE**

PLOT NO.13, 2ND FLOOR, VARSUN BUILDING,  
GUTTALA BEGUMPET, KAVURI HILLS, MADHAPUR,  
HYDERABAD-500081.  
PHONE: 9000800101  
E-mail: info@jyothiinfraventures.com

**LISTED AT**

BOMBAY STOCK EXCHANGE LTD.,  
DELHI STOCK EXCHANGE LTD.,  
AHMEDABAD STOCK EXCHANGE LTD.,  
MADRAS STOCK EXCHANGE LTD.,

**REGISTRAR & SHARE TRANSFER AGENTS**

XL SOFTECH SYSTEMS LTD  
3, SAGAR SOCIETY, ROAD NO. 2,  
BANJARA HILLS, HYDERABAD-500034.  
PHONE NO.23545913, FAX:2355321



## JYOTHI INFRAVENTURES LIMITED

### NOTICE TO MEMBERS

NOTICE is hereby given that the Sixteenth Annual General Meeting of M/s. Jyothi Infraventures Limited will be held on Friday, 30.09.2011 at 11.00 A.M. at Registered Office of the Company at Plot No. 13, 2<sup>nd</sup> floor, Varsun Building, Kavuri Hills, Madhapur, Hyderabad – 500081 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2011 and the Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr. Ch. Sujana who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. M. M. Reddy & Co., Chartered Accountants as Auditors of the Company and to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. T. Sailaja, who was appointed as additional director of the company pursuant to the provisions of section 260 of the Companies Act, 1956 by the board of directors w.e.f. 26.03.2011 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing her as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Special Resolution.

“Resolved that pursuant to the provisions of sections 198, 269, 309 read with Schedule XIII of the Companies Act, 1956, Mrs. T. Sailaja be and is hereby appointed as Managing Director of the Company for a term of 5 years with effect from 26-3-2011 initially without any salary till such date during her tenure as may be decided by the Board and with liberty to the Board of Directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule XIII of the said act including any statutory modification(s) in force or that may hereinafter be made thereto by the Central Government in that behalf or any amendments thereto as may be agreed by the Board of Directors and Mrs. T. Sailaja in that behalf :

“Resolved further that in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mrs. T. Sailaja, the remuneration, perquisites and other allowances, if any fixed by the Board of Directors shall be governed by the limits prescribed in Schedule XIII to the Act.

6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Krishnaiah Challagulla, who was appointed as additional director of the company pursuant to the provisions of section 260 of the Companies Act, 1956 by the board of directors w.e.f. 05.04.2011 and who holds the office up-to date of the ensuing annual

general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

7. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. R. Meghanath Goud, who was appointed as additional director of the company pursuant to the provisions of section 260 of the Companies Act, 1956 by the board of directors w.e.f. 10.08.2011 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

For and on behalf of the Board

Sd/-

T. Sailaja

Managing Director

Place: Hyderabad

Date: 31-08--2011

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself / herself and the Proxy need not be a member of the Company.
2. Proxies, in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from 27<sup>th</sup> September, 2011 to 30<sup>th</sup> September, 2011 (Both days inclusive).
4. Members are requested to notify immediately any change in their address to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
5. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
16. Members are requested to kindly bring their copies of the Annual Report to the meeting. As a measure of economy, copies of Annual Report will not be distributed at the AGM.
7. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.



## JYOTHI INFRAVENTURES LIMITED

### Explanatory Statement

(Pursuant to Section 173(2) of the Companies Act, 1956)

#### **Item No. 4 & 5: Appointment of Mrs. T. Sailaja as Managing Director**

The members may note that Mrs. T. Sailaja, as part of Change in the management consequent on open offer was inducted into Board as an Additional Director and Managing Director of the company, with effect from 26.03.2010 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from a member of the company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

The Board recommends the resolution for your approval.

None of Directors except Mrs. T. Sailaja may be deemed to be concerned or interested in the resolution.

#### **Item No. 6: Appointment of Mr. Ch. Krishnaiah**

The members may note that Mr. Ch. Krishnaiah, was inducted into Board as an Additional Director of the company, with effect from 05.04.2011 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from a member of the company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

The Board recommends the resolution for your approval.

None of Directors except Mr. Ch. Krishnaiah (self) and Ch. Sujana (his son) may be deemed to be concerned or interested in the resolution.

#### **Item No. 7: Appointment of Mr. R. Meghanath Goud**

The members may note that Mr. R. Meghanath Goud, was inducted into Board as an Additional Director of the company, with effect from 10.08.2011 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from a member of the company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

The Board recommends the resolution for your approval.

None of Directors except Mr. R. Meghanath Goud may be deemed to be concerned or interested in the resolution.

**DIRECTORS' REPORT**

Dear Shareholders,

Yours Directors have pleasure in presenting the Sixteenth Annual Report of the Company for the financial year ended 31st March, 2011.

**FINANCIAL RESULTS:**

The performance of the Company for the financial year ended 31<sup>st</sup> March, 2011 is summarized below:

	<b>(Rs.) 2010-11</b>	<b>(Rs.) 2009-10</b>
Income	1,46,87,894	26,090
Interest	-	-
Depreciation	-	-
Profit/ Loss Before Tax	(3,48,72,584)	(5,80,597)
Provisions for Tax	-	-
Profit/ Loss After Tax	(3,48,72,584)	(5,80,597)

**OPERATIONS:**

Your company has diversified into real estate & infrastructure business and got some orders for earth work & laying of roads etc. and is taking firm steps to increase the business in civil contract works. Accordingly the Company has changed its name from Boss Securities Ltd., to Jyothi Infraventures Ltd.

**DIVIDEND:**

Your directors do not recommend any dividend for the financial year.

**PUBLIC DEPOSITS:**

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

**LISTING:**

The equity shares of your company are listed on the Bombay Stock Exchange Limited, Madras Stock Exchange, Delhi Stock Exchange and Ahmedabad Stock Exchange.

**DIRECTORS:**

During the year Mr. M. Srinivasa Prasad, Mr. S. Hanumantha Rao, Mr. T. Anil Kumar and Mr. V. Lakshmana Rao resigned from the Board w.e.f. 26.03.2011 at the Board Meeting held on 26-3-2011. The Board placed on records its sincere appreciation for the valuable services rendered by them during their tenure as directors.

Mr. G. Srinivasa Raju resigned from the Board of Directors in the month of August, 2011. The Board places its sincere appreciation for the valuable contribution made by him during the tenure as a Director on the Board of the Company.



## JYOTHI INFRAVENTURES LIMITED

Mrs. T. Sailaja, Mr. Ch. Krishnaiah and Mr. R. Meghanath Goud were appointed as Additional Directors during the year. Mrs. T. Sailaja was also appointed as Managing Director of the Company w.e.f. 26-3-2011.

In accordance with the Companies Act, 1956 read with Articles of Association of the company Mr. Ch. Sujan, director of the company retire by rotation and have expressed his willingness for reappointment.

Your Board recommends the re-appointment of the Director above.

### **CHANGE OF MANAGEMENT:**

The promoters of your Company entered into Share Purchase Agreement with Mr. M. Srinivasa Prasad and Mrs. M. Sunitha and have acquired 38,80,600 equity shares consisting 64.68% of the paid up equity capital of the Company. All the requisite formalities were completed pertaining to the open offer in terms of SEBI (Substantial Acquisition of shares and takeovers) Regulations.

### **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Sec.217 (2AA) of the Companies Act, 1956 the Board of Directors of your Company hereby certifies and confirms that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the Annual accounts on a going concern basis.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO**

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

#### **A. Conservation of Energy**

The Company uses electric energy for its equipment such as air conditioners, computer terminals, lighting and utilities in the work premises. All possible measures have been taken to conserve the energy, by incorporating energy efficient equipment.

#### **B. Technology Absorption**

1. Research and Development (R&D) : Nil
2. Technology absorption, adoption and innovation : Nil

#### **C. Foreign Exchange Earnings and Out Go**

- Foreign Exchange Earnings : Nil
- Foreign Exchange Outgo : Nil

**PARTICULARS OF EMPLOYEES**

None of the employees is in receipt of remuneration exceeding the limit and whose particulars are required to be given as prescribed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

**CODE OF CONDUCT**

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.

**AUDITORS**

M/s. M.M. Reddy & Co, Chartered Accountants retire at the ensuing Annual General Meeting and being eligible has expressed their willingness for re-appointment. Your directors propose the appointment of M/s. M.M. Reddy & Co, Chartered Accountants, as statutory auditors to hold office until the conclusion of the next Annual General Meeting of the company.

**CORPORATE GOVERNANCE**

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors, Forms part of this Report as Annexure.

**ACKNOWLEDGEMENTS**

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

**Declaration by Managing Director of affirmation by Directors and senior Management personnel of compliance with the code of conduct**

The shareholders

I, T. Sailaja, Managing Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

For and on behalf of the Board

Place: Hyderabad  
Date: 31-08-2011

Sd/-  
T. Sailaja  
Managing Director





### MANAGEMENT DISCUSSION AND ANALYSIS

#### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

The construction industry is grew by 6% on an average for the last 3 years. The Construction industry is an integral part of the economy. As an Industry the Growth of the construction sector exceeds the GDP growth, creating plenty of Possibilities for development in the future. The Industry employs approximately 30 million people throughout India. The important factors behind this growth are Continuing Government investment in infrastructure creation, as well as real Estate construction to meet the demands from residential and commercial sectors.

The Government has also started the Bharat nirman programme that aims roads To every village in all areas with all-weather roads. The world bank has also providing loans for road projects.

#### 2. OPPORTUNITIES & THREATS

##### OPPORTUNITIES:

We continue to remain optimistic about the long-term India story and the opportunities that it will offer across sectors. The construction sector is expected to grow rapidly in an expanding economic environment. The demand for residential buildings picked-up faster and remained strong in India apart from the several infrastructural projects undertaken by the Central & State Governments. The company is intending to continue in the construction contracts business to en cash the present demand. However, in the short-term from time-to-time there will be challenges that will temper the outlook in the interim term.

##### THREATS:

The real estate industry in India was significantly affected by the global economic slowdown. Although the situation improved considerably during the year, sustained economic growth is the key to a stable growth in demand for the industry. The fiscal policies of the Government can adversely impact the industry. And with high domestic inflation, Reserve Bank of India is under pressure to end its monetary easing. Significant increase in interest rates, can have a direct impact on the performance of the real estate sector and the Company.

#### 3. RISK MANAGEMENT

The Company's annual business plans and long term business strategy are discussed thoroughly before vetting by the Board of Directors, In addition, mid- term reviews of the business strategy and annual plans ensure that the Company initiates a mid course correction should the situation so warrant.

**4. INTERNAL CONTROL SYSTEMS**

The Company has adequate internal control systems commensurate with the size and nature of business of the Company.

The internal control system is constantly assessed and strengthened with tighter control procedures. The Internal Control systems ensure effectively of operations, compliance with internal policies and applicable laws and regulations, protection of resources and assets, and accurate reporting of financial transactions.

The Audit Committee periodically reviews the adequacy and efficacy of the said internal control systems. All the issues relating to internal control systems are resolved by the Audit Committee.

**5. HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS**

The Company recognises the importance and contribution of the employees. Human resource is viewed to be as one of the most important factor in the growth process with a view to cross further frontiers in business performance, the Company strives to organise training modules for understanding and improving the core skills of the employees. It is the continuous effort by the Company that helps to provide the right environment in order to maximise the team efforts while exploiting individual growth potential in the right manner.

The Directors record their appreciation of the support and continued contribution of all employees towards the growth of the Company.

**6. SENIOR MANAGEMENT DISCLOSURES**

The Company's senior management makes disclosures to the Board relating to all material, financial and commercial transactions as and when they occur.

**CAUTIONARY STATEMENT**

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.



## JYOTHI INFRAVENTURES LIMITED

### CORPORATE GOVERNANCE REPORT

#### 1. Company's Philosophy on Code of Governance

The Board of Directors of the company believes in and fully supports the principles of Corporate Governance. While striving to achieve the financial targets, the company seeks to follow the business principles and ethics and in all its dealings. The company has been regularly implementing the best practices of corporate governance in order to attain total transparency, accountability and integrity.

In accordance with the requirement of Stock Exchange Regulations and the provisions of the Listing Agreement, the compliance report on the corporate governance is reproduced here under:

#### 2. Board of Directors:

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

Composition:

The Board comprises of 1 executive director and 3 non-executive independent directors. The following is the Composition of the Board;

Sl. No.	Name and category of directors	No. of directorships held in other Companies	No. of Memberships/ Chairmanships held in Committees of other Companies
1.	*T. Sailaja, Promoter, executive	Nil	Nil
2.	Ch. Sujan Independent, Non-executive	Nil	Nil
3.	**Ch.Krishnaiah Independent, Non executive	Nil	Nil
4.	***R. Meghanath Goud Independent, Non Executive	Nil	Nil
5.	# G. S. Raju Non independent, executive	Nil	Nil
6.	@M. S. Prasad Promoter, Executive	2	Nil
7.	@ S. V. Hanumantha Rao Promoter, Executive	Nil	Nil
8.	@ V. Lakshmana Rao Independent, Non Executive	Nil	Nil
9.	@ T. Anil Kumar Independent, Non Executive	Nil	Nil

\* Appointed w.e.f.26.03.2011

\*\* Appointed w.e.f.05.04.2011

\*\*\* Appointed w.e.f.10.08.2011

# Resigned w.e.f.10.08.2011

@ Resigned w.e.f. 26.03.2011



**Board Meetings**

During the Financial Year 2010-2011, the Board of Directors met 7 times on the following dates: 30.04.2010, 31.05.2010, 12.08.2010, 15.11.2010, 22.12.2010, 15.02.2011 and 26.03.2011

The Attendance of Directors at these Board Meetings and at the previous Annual General Meeting was under:

Name of the directors	No of meetings held during the tenure of the Director	No of meetings attended by the Director	Whether present at the previous AGM
*T. Sailaja, Promoter, executive	1	1	No
Ch. Sujana Independent, Non-executive	7	7	Yes
**Ch.Krishnaiah Independent, Non executive	-	-	No
***R. Meghanath Goud Independent, Non Executive	-	-	No
# G. S. Raju Non independent, executive	7	7	Yes
@M. S. Prasad Promoter, Executive	7	7	Yes
@ S. V. Hanumantha Rao Promoter, Executive	7	7	Yes
@ V. Lakshmana Rao Independent, Non Executive	7	7	Yes
@ T. Anil Kumar Independent, Non Executive	7	7	Yes

\* Appointed w.e.f.26.03.2011

\*\* Appointed w.e.f.05.04.2011

\*\*\* Appointed w.e.f.10.08.2011

# Resigned w.e.f.10.08.2011

@ Resigned w.e.f. 26.03.2011

**3. Audit Committee**

The Audit Committee was formed by the Board of Directors. The terms of reference of this committee cover the matters specified in the clause 49 of the Listing Agreement and as may be referred to the committee by the Board of Directors of the company.

Composition, name of Members and Chairman:

Name	Designation	Category
Mr. Ch. Sujana	Chairman	Independent, non- executive
**Mr. Ch.Krishnaiah	Member	Independent, non- executive
***Mr. R. Meghanath Goud	Member	Independent, non- executive

\*\* Appointed w.e.f.05.04.2011

\*\*\* Appointed w.e.f.10.08.2011



## JYOTHI INFRAVENTURES LIMITED

Statutory Auditors are invitees to the meeting. The total number of meetings held is 4 on 30.04.2010, 12.08.2010, 15.11.2010, and 15.02.2011.

### Meetings and attendance during the year

Name	No. of meetings held during the tenure of the director	Attendance
Mr. Ch. Sujan	4	4
**Mr. Ch. Krishnaiah	-	-
***Mr. R. Meghanath Goud	-	-

\*\*appointed w.e.f. 05-04-2011

\*\*\* appointed w.e.f. 10-08-2011

### 4. Shareholders/Investors Grievance Committee

Shareholders/Investors Grievance Committee was formed by the Board of Directors in terms of clause 49 of the Listing Agreement.

*The Shareholders/Investors Grievance Committee was constituted with the following persons:*

Mr. Ch. Sujan	-	Chairman
Mrs. T. Sailaja	-	Member
Mr. R. Meghanath Goud	-	Member

The committee looks into the matters relating to the shareholder's complaints, grievances, various requests in the nature of transfer, transmission, etc., and also overseeing the performance of the Registrar & Transfer agents to improve the quality of investor services. During the year no investor complaint was received. The Committee met once during the year on 26-03-2011

### 5. Compensation Committee

The committee was constituted with the following Directors for determining the remuneration packages of Executive / Non-Executive Directors. The Committee met 1 time during the year on 26-03-2011

*The Company is having a remuneration committee comprising of the following:*

Mr. Ch. Sujan	-	Chairman
Mrs. T. Sailaja	-	Member
Mr. R. Meghanath Goud	-	Member

Details of remuneration for the year ended 31.03.2011

Name of the directors	Salary	Other Perquisites and allowances	Commission
T. Sailaja	Nil	Nil	Nil
Ch. Sujan	Nil	Nil	Nil
Ch. Krishnaiah	Nil	Nil	Nil
R. Meghanath Goud	Nil	Nil	Nil
G. S. Raju	Nil	Nil	Nil

**6. Information on General Body Meetings:**

The last 3 Annual General Meetings were held as under:

Date	Time	Venue
30/09/2010	2.30 P.M.	13, Kavuri Hills, Madhapur, Hyderabad-500081
30/09/2009	2.30 P.M.	Plot No. 110, Road No. 10, Jubilee Hills, Hyderabad – 500033.
27/09/2008	2.30 P.M.	Plot No. 110, Road No. 10, Jubilee Hills, Hyderabad – 500033.

**Special Resolution(s) passed by postal ballot**

During the year 2009-10, the Company has passed Special Resolutions by Postal Ballot for amendment of objects clause and change in name of the Company.

**7. Disclosures**

- i) There are no materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, directors or the management, their subsidiaries or their relatives etc. that may have potential conflicts with the interest of the company at large;
- ii) There are no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or other authority on any non-compliance of laws related to capital markets, during last three years;

**8. Means of Communication:**

As per the listing requirements quarterly, half yearly and yearly financial results of the Company are published in leading English and regional newspapers for public information.

**9. General Shareholder Information**

- i) Annual General Meeting  
Date : 30.09.2011  
Time : 11 A.M.  
Venue : Plot No.13, 2nd Floor, Varsun Building, Guttala Begumpet, Kavuri Hills, Madhapur, Hyderabad-500081
- ii) Financial Calendar  
Financial Reporting for 2011-2012 (tentative)

The first quarter results	On or before 14.08.2011
The second quarter results	On or before 14.11.2011
The third quarter results	On or before 14.02.2012
The Fourth quarter results	On or before 14.05.2012
- iii) **Book Closure** : 27.09.2011 to 30.09.2011 (both dates inclusive).
- iv) **Dividend payment** : The Board has not recommended any dividend.



## JYOTHI INFRAVENTURES LIMITED

### v) Listing on Stock Exchanges

Shares of the Company are listed on the Bombay Stock Exchange Ltd., Ahmedabad Stock Exchange, Madras Stock Exchange and Delhi Stock Exchange.

The Listing Fees for the year 2011-12 has been paid to all the Stock Exchanges.

### vi) Market Price Data

There is no trading of scrips of the company on the Bombay Stock Exchange Ltd., Ahmedabad Stock Exchange, Madras Stock Exchange and Delhi Stock Exchange.

### vii) Distribution of Equity Shares as on 31-03-2011

Shareholdings of Nominal Value of Rs.	Share Holders		Share Amount	
	Nos	%	in Rs.	%
upto 5,000	232	25.49	10,74,000	1.79
5,001 - 10,000	612	67.25	57,35,000	9.56
10,001 - 20,000	17	1.87	2,40,000	0.40
20,001 - 30,000	5	0.55	1,35,000	0.23
30,001 - 40,000	4	0.44	1,54,000	0.26
40,001 - 50,000	3	0.33	1,31,000	0.22
50,001 - 1,00,000	8	0.88	5,72,000	0.95
1,00,000 & above	29	3.19	5,19,60,000	86.59
<b>Total</b>	<b>910</b>	<b>100.00</b>	<b>6,00,01,000</b>	<b>100.00</b>

### viii) Shareholding pattern as on 31st March, 2011

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and Promoter group		
1.	Promoters & Persons Acting in concert	38,80,600	64.68
	<b>Sub-Total A</b>	<b>38,80,600</b>	<b>64.68</b>
B	Public Shareholding		
1.	Institutions	—	—
2.	Non Institutions		
	a. Indian Public and others	21,19,500	35.32
	<b>Sub Total B</b>	<b>21,19,500</b>	<b>35.32</b>
	<b>Grand Total (A+B)</b>	<b>60,00,100</b>	<b>100.00</b>

### ix) Registrars and Transfer Agents

#### **XL Softech Systems Ltd.**

3, Sagar Society, Road No. 2,  
Banjara Hills, Hyderabad-500034.  
Phone No.23545913, Fax:23553214

**x) Delegation of Share Transfer Formalities**

The Board has delegated share transfer formalities to the Registrars and Transfer Agents:

**XL Softech Systems Ltd.**

3, Sagar Society, Road No. 2,  
Banjara Hills, Hyderabad-500034.

All communications regarding Share Transfers, Transmissions, Change in Address and any other correspondence etc., may be addressed to the Registrars & Transfer Agents. The company has constituted Share Transfer Committee. Physical transfers are effected within the statutory period of one month. The Board has designated Mrs. T. Sailaja as the Compliance Officer. Hence, in case of any grievances the shareholders are free to approach the Share Transfer Committee for due redressal of their grievances. The Company has created an exclusive E-mail ID for the benefit of the share holders: ***rambabu@jyothiinfraventures.com***.

**xi) Dematerialization of shares**

The Company's shares are dematerialized on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is INE681K01018. As on 31<sup>st</sup> March, 2011, 43,85,900 equity shares are dematerialised which is 73.10% of the paid up capital of the Company and out of which 55,400 shares are in CDSL and 43,30,500 shares are in NSDL and the balance are in physical form.

**xii) Address for Correspondence**

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the Registered office of the company as detailed below:-

Plot No. 13, 2nd Floor, Varsun Building, Guttala Begumpet, Kavuri Hills, Madhapur,  
Hyderabad-500081

email: [rambabu@jyothiinfraventures.com](mailto:rambabu@jyothiinfraventures.com)





## JYOTHI INFRAVENTURES LIMITED

### AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The company has obtained a certificate from the Auditors of the Company regarding compliances of conditions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchanges. The said Corporate Governance is as under:

#### CERTIFICATE

To

The members of

JYOTHI INFRAVENTURES LIMITED

We have examined the compliance of conditions of Corporate Governance by JYOTHI INFRAVENTURES LIMITED, for the period of 12 months ended on 31<sup>st</sup> March 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges of India.

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

In our opinion and to the best of our information and according to the explanations given to us, 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 Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that the Company has certified that as on 31<sup>st</sup> March 2011 there were no investor grievances remaining unattended/pending for a period exceeding one month.

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

Place: Hyderabad  
Date : 31-08-2011

For **M M REDDY & CO.,**  
Chartered Accountants  
Firm Registration No. 010371S  
Sd/-  
M. Madhusudhana Reddy  
Partner  
M.No. 213077

*Dear Shareholder,*

Please find below the Managing Director certificate as per Clause 49(V) of the Listing Agreement:

**MANAGING DIRECTOR CERTIFICATE**

I, T. Sailaja, Managing Director of M/s Jyothi Infraventures Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. 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 in violation of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
  - (a) Significant changes in internal controls over financial reporting during the year;
  - (b) Significant changes in the accounting policies during the year;
  - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

For and on behalf of the Board

Place: Hyderabad  
Date: 31-08-2011

Sd/-  
T. Sailaja  
Managing Director



## JYOTHI INFRAVENTURES LIMITED

### AUDITORS' REPORT

TO

The Members of  
**Jyothi Infraventures Limited**  
(Formerly known as Boss Securities Ltd)  
Hyderabad.

1. We have audited the attached Balance Sheet of Jyothi Infraventures Limited as at 31<sup>st</sup> March, 2011, the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies Auditors' Report order (CARO) 2003 as amended by the Companies (Auditors report) (Amendment) Order, 2004, issued by the Central Government of India in terms of section 227 (4A) of the Companies Act, 1956, We enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above,
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, the Profit and Loss account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
  - e) On the basis of information and explanations given to us and representations received from the Directors of the company as on 31<sup>st</sup> March, 2011 and taken on record by the Board of Directors, We report that none of the Directors are disqualified as on 31<sup>st</sup> March, 2011 from being appointed as Director of the company under Section 274 (1) (g) of the Companies Act, 1956.
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said statements together with the notes thereto, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India.
    - (i) in the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2011
    - (ii) in the case of the Profit and Loss Account, of the Loss of the Company for the year ended on that date, and
    - (iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Place: Hyderabad  
Date : 31-08-2011

For **M M REDDY & CO.,**  
Chartered Accountants  
Firm Registration No. 010371S  
Sd/-  
M. Madhusudhana Reddy  
Partner  
M.No. 213077

**ANNEXURE TO AUDITORS' REPORT**  
**(Referred to paragraph 3 of our Report of even date)**

1. The Company has maintained reasonable records showing full particulars including quantitative details and situation of its fixed assets. However as at the end of the financial year, as at 31st March 2011, the net values of the fixed assets are nil.
2. In our opinion and according to the information and explanations given to us, the Company not having any inventory. Accordingly, the provisions of clause 4(ii) of the Order are not applicable to the Company.
3. As informed the Company has neither granted nor taken any loans, secured or unsecured to and from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 4(III) (b) to (d) of the Order are not applicable.
4. On the basis of checks carried out during the course of audit and as per explanations given to us, we are of the opinion that there are adequate internal control procedures commensurate with the size of the company and the nature of its business; for the purchases of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5.
  - a) In our opinion and according to the information and explanations given to us, we are of the opinion that the transactions that need to enter into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
  - b) In our opinion and according to the information and explanations given to us, transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lakhs in respect of each party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits with in the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. To the best our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under Section 209 (i) (d) of the of the Companies Act, 1956 in respect of the Company's nature of business.
9.
  - (a) According to the records of the company, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, Income Tax, Wealth Tax, Customs Duty, Excise duty, cess and other material statutory dues applicable at the end of the year 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 income tax, wealth tax, sales tax, customs duty and excise duty, which have not been deposited on account of any dispute. There were no dues on account of cess under 441A of the Companies Act 1956, since the date from which the aforesaid section comes into force has not yet been notified by the Central Government.



## JYOTHI INFRAVENTURES LIMITED

10. The company having the accumulated losses of Rs. 36,062,551/- at the end of the financial year and it has not incurred cash losses during the current financial year covered by our audit and incurred cash loss immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company did not have any outstanding dues to financial Institutions, Banks or Debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. The company is not in the business of dealing or trading in shares, securities, debenture and other instruments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
15. The company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The company has not taken term loans from banks.
17. Based on our examination of the balance sheet of the company as at 31.03.2011, since there are no loans availed by the company, the utilization of funds does not arise.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. During the year covered by our audit report, the Company does not have any outstanding debentures during the year.
20. During the year the company has not raised money through the Public Issue.
21. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

Place: Hyderabad  
Date : 31-08-2011

For **M M REDDY & CO.**,  
Chartered Accountants  
Firm Registration No. 010371S  
Sd/-  
M. Madhusudhana Reddy  
Partner  
M.No. 213077

# JYOTHI INFRAVENTURES LIMITED



## BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	SCHEDULES	AS AT 31-03-2011 RS.	AS AT 31-03-2010 RS.
<b>I. SOURCES OF FUNDS:</b>			
<b>1.Shareholders Funds:</b>			
Share Capital	1	5,55,18,000	5,55,08,000
Reserves & Surplus	2	22,800	22,800
<b>Total (A)</b>		<b>5,55,40,800</b>	<b>5,55,30,800</b>
<b>2.Loan Funds:</b>			
Unsecured Loans	3	5,01,923	0
<b>Total (B)</b>		<b>5,01,923</b>	<b>0</b>
<b>Grand Total (A+B)</b>		<b>5,60,42,723</b>	<b>5,55,30,800</b>
<b>APPLICATION OF FUNDS:</b>			
<b>1.Fixed Assets (Gross Block)</b>			
		1,87,650	1,87,650
Less: Accumulated Depreciation		1,87,650	1,87,650
<b>Net Block Total (A)</b>		<b>0</b>	<b>0</b>
<b>2.Investments (B)</b>	4	<b>1,71,46,375</b>	<b>1,71,46,375</b>
<b>3.CURRENT ASSETS, LOANS &amp; ADVANCES:</b>			
Sundry Debtors	5	1,43,44,509	0
Cash & Bank Balances	6	1,71,427	1,07,600
Loans & Advances	7	2,92,745	3,59,39,450
		1,48,08,681	3,60,47,050
Less: Current Liabilities & Provisions	8	1,37,10,969	5,88,677
<b>Net Current Assets Total ( C )</b>		<b>10,97,712</b>	<b>3,54,58,373</b>
<b>4.MISCELLANEOUS EXPENDITURE:</b> (to the extent not written off or adjusted)			
Preliminary Expenses		17,36,085	17,36,085
Profit & Loss Account		3,60,62,551	11,89,967
<b>Total (D)</b>		<b>3,77,98,636</b>	<b>29,26,052</b>
<b>Grand Total (A+B+C+D)</b>		<b>5,60,42,723</b>	<b>5,55,30,800</b>
Significant Accounting policies & Notes on Accounts:	11		

AS PER OUR REPORT OF EVEN DATE

For **M M REDDY & CO.,**

Chartered Accountants

Firm Regn. No. 010371S

Sd/-

**M. Madhusudhana Reddy**

Partner

Membership No. 213077

Place : Hyderabad

Date : 31-08-2011

For and on behalf of the Board

Sd/-

**T. Sailaja**

Managing Director

Sd/-

**Ch. Sujan**

Director



## JYOTHI INFRAVENTURES LIMITED

### PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	SCHEDULES	YEAR ENDED 31-03-2011 RS.	YEAR ENDED 31-03-2010 RS.
<b>INCOME:</b>			
Contract Receipts		1,46,37,254	0
Other Income		50,640	26,090
Total		<u>1,46,87,894</u>	<u>26,090</u>
<b>EXPENDITURE:</b>			
Cost of Contracts		1,25,21,200	0
Personal cost	9	9,48,738	0
Administrative Expenses	10	3,60,90,540	6,06,687
Depreciation		0	0
Total		<u>4,95,60,478</u>	<u>6,06,687</u>
Profit & Loss before tax		(3,48,72,584)	(5,80,597)
Provision for Income Tax		0	0
Profit after Tax		<u>(3,48,72,584)</u>	<u>(5,80,597)</u>
Profit/(Loss) broght forward from Previous year		<u>(11,89,967)</u>	<u>6,09,370</u>
Loss transferred to Balance sheet		<u>(3,60,62,551)</u>	<u>(11,89,967)</u>
Weighted average no. of Equity shares		55,51,800	55,50,800
Earnings per share		(6.5)	(0.10)
Significant Accounting policies & Notes on Accounts:	11		

AS PER OUR REPORT OF EVEN DATE  
For **M M REDDY & CO.,**  
Chartered Accountants  
Firm Regn. No. 010371S  
Sd/-  
**M. Madhusudhana Reddy**  
Partner  
Membership No. 213077  
Place : Hyderabad  
Date : 31-08-2011

For and on behalf of the Board

Sd/-  
**T. Sailaja**  
Managing Director

Sd/-  
**Ch. Sujan**  
Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2011**

	Year Ended 31-03-2011 Rs.	Year Ended 31-03-2010 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit ( Loss) after Tax and prior period items	(3,48,72,584)	(5,80,597)
Depreciation	0	0
Operating Profit before Working Capital Changes	<u>(3,48,72,584)</u>	<u>(5,80,597)</u>
<b>Adjustment For</b>		
Trade Payables & Others	1,31,22,292	5,81,935
Trade Receivables	(1,43,44,509)	0
Loans & Advance	3,56,46,705	(61,000)
Net Cash Flow from Operating Activity	<u>(4,48,096)</u>	<u>(59,662)</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Net Cash Flow from Investing Activity	<u>0</u>	<u>0</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase in Equity Share Capital	10,000	61,000
Proceeds from Unsecured Loans	5,01,923	0
Net Cash Flow from Financing Activity	<u>5,11,923</u>	<u>61,000</u>
Net Cash Flow during the year (A+B+C)	63,827	1,338
Opening Balance of Cash and Cash equivalent	1,07,600	1,06,262
Closing Balance of Cash and Cash equivalent	1,71,427	1,07,600

AS PER OUR REPORT OF EVEN DATE

For **M M REDDY & CO.,**  
Chartered Accountants  
Firm Regn. No. 010371S  
Sd/-

**M. Madhusudhana Reddy**  
Partner  
Membership No. 213077

Place : Hyderabad  
Date : 31-08-2011

For and on behalf of the Board

Sd/-  
**T. Sailaja**  
Managing Director

Sd/-  
**Ch. Sujan**  
Director





## JYOTHI INFRAVENTURES LIMITED

### SCHEDULES TO ACCOUNTS:

	AS AT 31-03-2011 RS.	AS AT 31-03-2010 RS.
<b>SCHEDULE-1</b>		
<b>SHARE CAPITAL:</b>		
Authorised Capital:		
Equity Share Capital:		
62,50,000 Equity Shares of Rs.10/- each	6,25,00,000	6,25,00,000
<b>Total</b>	<u>6,25,00,000</u>	<u>6,25,00,000</u>
Issued, Subscribed & Paid up:		
6000100 Equity Shares of Rs.10/- each	6,00,01,000	6,00,01,000
Less: Calls in Arrears	44,83,000	44,93,000
<b>Total</b>	<u>5,55,18,000</u>	<u>5,55,08,000</u>
<b>SCHEDULE-2</b>		
Reserves & Surplus:		
Reserves & Surplus	22,800	22,800
<b>Total</b>	<u>22,800</u>	<u>22,800</u>
<b>SCHEDULE-3</b>		
Unsecured Loans:		
Loans from Directors	5,01,923	0
<b>Total</b>	<u>5,01,923</u>	<u>0</u>
<b>SCHEDULE-4</b>		
Investments:		
Satya Kamal Agro Ltd	46,46,375	46,46,375
Boss Industries Ltd	1,25,00,000	1,25,00,000
<b>Total</b>	<u>1,71,46,375</u>	<u>1,71,46,375</u>
<b>SCHEDULE-5</b>		
Sundry Debtors:		
(Unsecured, considered good) outstanding for a period not exceeding 6 months	1,43,44,509	0
<b>Total</b>	<u>1,43,44,509</u>	<u>0</u>
<b>SCHEDULE-6</b>		
Cash & Bank Balances:		
Cash on Hand	1,24,106	1,02,166
Cash at State Bank of Hyderabad	5,434	5,434
Cash at Axis Bank	41,887	0
<b>Total</b>	<u>1,71,427</u>	<u>1,07,600</u>

**JYOTHI INFRAVENTURES LIMITED****SCHEDULES TO ACCOUNTS:**

	AS AT 31-03-2011 RS.	AS AT 31-03-2010 RS.
<b>SCHEDULE-7</b>		
Loans, Advances & Deposits:		
Boss Industries Ltd	0	3,57,41,950
M.S.Prasad-Tour Advances	0	1,36,500
Other Advances	0	61,000
Tax Deducted at source-receivable	2,92,745	0
<b>Total</b>	<b>2,92,745</b>	<b>3,59,39,450</b>
<b>SCHEDULE-8</b>		
Current Liabilities & Provisions:		
Sundry Creditors	1,22,86,956	0
Tax deducted at source	2,63,587	0
Other Liabilities	11,60,426	5,88,677
<b>Total</b>	<b>1,37,10,969</b>	<b>5,88,677</b>
<b>SCHEDULE-9</b>		
Personal Cost:		
Salaries & wages	9,40,500	0
staff welfare expenses	8,238	0
<b>Total</b>	<b>9,48,738</b>	<b>0</b>
<b>SCHEDULE-10</b>		
Administrative Expenses:		
Rates & Taxes	1,36,524	5,74,877
Rent	1,20,000	0
Advertisement Expenses	22,283	11,735
Printing & Stationery	13,052	4,175
Communication Expenses	19,425	4,545
Travelling & Conveyance	14,066	0
General Expenses	13,240	1,355
Advances written off	3,57,41,950	0
Audit Fees	10,000	10,000
<b>Total</b>	<b>3,60,90,540</b>	<b>6,06,687</b>



### SCHEDULE: 11

#### SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:

##### I. SIGNIFICANT ACCOUNTING POLICIES:

###### 1. Basis of preparation of financial statements

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention, on the basis of a going concern basis, while revenue, expenses, assets and Liabilities accounted/recognized on accrual basis. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Management evaluates all recently issued or revised accounting standards on an ongoing basis.

###### 2. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that effect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets.

###### 3. Revenue recognition

Revenue from commission and interest has been recognized on accrual basis.

###### 4. Fixed Assets, intangible assets:

Fixed Assets are stated at cost, less accumulated depreciation. All direct costs are capitalized until fixed assets are ready for use including taxes, duties, freight and other incidental expenses relating to acquisition and installation.

However company's gross block and net block of fixed assets are nil.

###### 5. Depreciation and amortization

Depreciation on fixed assets is applied on straight-line method, pro-rata for the period of usage, in accordance with the rates prescribed under schedule XIV of the Companies Act, 1956.

###### 6. Income tax

Income taxes are computed using the tax effect accounting method, in accordance with the Accounting Standard (AS 22) "Accounting for Taxes on Income" which includes current taxes and deferred taxes. Deferred income taxes reflect the impact if current year timing differences between taxable income and accounting income for the year and the relevant of timing difference of earlier years. Deferred tax asset and liabilities are measured at the tax rates that are expected to apply to the period when the asset / liability is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred Tax

assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**7. Earnings per share**

In determining earnings per share, the company considers the net profit after tax expense. The number of shares used in computing basic earnings per share is the weighted average shares used in outstanding during the period.

**8. Investments**

Long term trade investments are stated at cost & all other investments are carried at lower of cost or fair value.

**9. Cash flow statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

**NOTES TO ACCOUNTS**

- 1. Contingent Liabilities : There are no Contingent liabilities as on date.
- 2. Remunerations to Managing Directors : Nil
- 3. The Company has no Subsidiaries.
- 4. CIF value of import in respect of capital goods : Nil.
- 5. No outstanding amounts payable to micro, small and medium enterprises.

**6. Segment information:**

Revenue of the company comes from a single segment of infrastructure activities, as the economic environment where it operating is one, Segment Reporting as required under Accounting Standard – 17 has not been applicable.

- 7. Expenditure and Earnings in Foreign Currency : Nil (Previous Year : Nil)
- 8. Earnings Per Share

*Amounts in Rupees*

Particulars	Current Year	Previous Year
Net Profit after Tax	(3,48,72,584)	(5,80,597)
Weighted average no of equity shares outstanding	55,51,800	55,50,800
Face Value of equity share	10	10
Earning per Share	(6.50)	(0.10)



## JYOTHI INFRAVENTURES LIMITED

9. All the fixed assets have been written off fully, as the assets cease to function and the assets have no utility value.
10. Retirement benefits / Gratuity will be considered in accounts on payment basis. However no employee qualifies for the same.
11. 1,05,000 Shares purchased of M/s Sathya Kamal Agros Limited are held with transfer deeds pending transfer in the name of the company.
12. There are no amounts due to be credited to: "Investors Education and Protection Fund" as on 31<sup>st</sup> March 2011.
- 13. Related party transactions:**  
As per AS-18 issued by The Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are NIL.
14. During the year the company has not written off preliminary expenses.
15. There were no employees in respect of remuneration of Rs. 24 00 000/- or more per annum or Rs. 2 00 000/- or more per month, if employed for part of the year.
16. The Balance in Sundry Debtors, Loans & Advances are subject to confirmation, and consequential adjustments if any.
17. Additional information pursuant paragraphs 3, 4C and 4D of part II of schedule of VI of the companies Act, 1956 is not applicable to the company.
18. Previous year figures and heads of accounts have been regrouped and / or rearranged wherever necessary to confirm with current ear figures.
19. Schedules 1 to 11 form part of Balance Sheet and have been authenticated.

AS PER OUR REPORT OF EVEN DATE

For **M M REDDY & CO.,**

Chartered Accountants

Firm Regn. No. 010371S

Sd/-

**M. Madhusudhana Reddy**

Partner

Membership No. 213077

Place : Hyderabad

Date : 31-08-2011

**For and on behalf of the Board**

Sd/-

**T. Sailaja**

Managing Director

Sd/-

**Ch. Sujan**

Director

# JYOTHI INFRAVENTURES LIMITED



## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. **Registration Details :** State Code **01** Balance Sheet Date **31 03 11**  
 Registration **19867** **01** **31 03 11**  
 (Refer Code List) Date Month Year

II. **Capital raised during the year : (Amount in Rs. Thousands)**

Public Issue **N I L** Rights Issue **N I L**  
 Bonus Issue **N I L** Private Placement **N I L**

III. **Position of Mobilisation and Deployment of Funds : (Amount in Rs. Thousands)**

Total Liabilities **5 6 0 4 2** Total Assets **5 6 0 4 2**

**Sources of Funds**

Paid-up Capital **5 5 5 1 8** Reserves & Surplus **2 2**  
 Secured Loans **N I L** Unsecured Loans **5 0 2**

**Application of Funds**

Net Fixed Assets **0** Investments **1 7 1 4 6**  
 Net Current Assets **1 0 9 7** Miscellaneous Expenditure **1 7 3 6**  
 Accumulated Losses **3 6 0 6 3**

IV. **Performance of the Company : (Amount in Rs. Thousands)**

Turnover **1 4 6 8 8** Total Expenditure **4 9 5 6 0**  
 Profit / Loss before Tax **- 3 4 8 7 2** Profit / Loss after Tax **- 3 4 8 7 2**

(Please tick appropriate box + for Profit - for Loss)

Earning per Share in Rs. **- 6 . 5 0** Dividend rate % **- -**

V. **Generic Names of Three Principal Products / Services of Company (as per monetary terms)**

Item Code No. (ITC Code)  
 Product Description

**CONSTRUCTION**

## JYOTHI INFRAVENTURES LIMITED

Plot No.13, 2nd Floor, Varsun Building, Guttala Begumpet, Kavuri Hills,  
Madhapur, Hyderabad-500081

### PROXY FORM

Folio No: \_\_\_\_\_ Dp ID: \_\_\_\_\_ Client ID: \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_

In the District of \_\_\_\_\_ being a member/members of the above named company, hereby appoint Mr/Mrs/Ms \_\_\_\_\_ in the District of \_\_\_\_\_ as my/our Proxy to attend and vote for me /us on my/ our behalf at the 16<sup>th</sup> Annual General Meeting of the Company to be held at Plot No.13, 2nd Floor, Varsun Building, Guttala Begumpet, Kavuri Hills, Madhapur, Hyderabad-500081 at 11.00 AM on Friday, 30.09.2011 and at any adjournment there of.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Address \_\_\_\_\_

Signature \_\_\_\_\_

**Note:** The proxy form duly signed completed must be signed deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. A proxy need not be a member.

## JYOTHI INFRAVENTURES LIMITED

Plot No.13, 2nd Floor, Varsun Building, Guttala Begumpet, Kavuri Hills,  
Madhapur, Hyderabad-500081

### ATTENDANCE SLIP

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the Company at the registered office on Friday, the 30<sup>th</sup> September, 2011 at 11-00 a.m. at Plot No.13, 2nd Floor, Varsun Building, Guttala Begumpet, Kavuri Hills, Madhapur, Hyderabad-500081

**Name of the share holder / proxy**

**Folio No./DP No. of shares & Client id**

**Member's/Proxy Signature**

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Admission Slip and hand over at the entrance duly signed.

NO GIFTS WILL BE DISTRIBUTED AT THE AGM

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