

**21st
ANNUAL
REPORT
2014-2015**



SENTHIL INFOTEK LIMITED

157, Dhanalakshmi Society, Mahendra Hills,
East Marredpally, Secunderabad - 500 026.

Ph: 040-27731375 www.senthilinfo.com

CIN No.: L72200TG1997PLC026943

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CORPORATE INFORMATION

Board of Directors:

- A. Sree Hari - Chairman
- C. Pitchandi - Managing Director
- S. Senraj Muthaiah
- P. Seetha Lakshmi
- D. Surekha
- D. Sarada

Committees of the Board

Audit Committee

- D. Surekha - (Chairperson)
- A. Sree Hari
- Sarada Dittakavi

Investor Grievance Committee

- Seethalakshmi Pitchandi - (Chairman)
- A. Sree Hari
- C. Pitchandi

Remuneration Committee

- A. Sree Hari - (Chairman)
- D. Sarada
- P. Seetha Lakshmi

Auditor

P. Srinivasan & Co.

Chartered Accountants

H.No. 12-13-422, Street No. 1,

Tarnaka, Sec'bad - 500017. Telangana State.

Registered Office & Corporate Office

157. Dhanalakshmi Society,

Mahendra Hills, East Marredpally,

Secunderabad - 500 026

SENTHIL INFOTEK LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First Annual General Meeting of the Members of M/s **SENTHIL INFOTEK LIMITED** will be held on Tuesday, the 29th day of September, 2015 at 4.00 p.m. at the Registered Office of the Company at 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad, Telangana-500026, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Audited Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri Chellamani Pitchandi who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a director in place of Shri Senraj Muthiah Sennavanadi who retires by rotation and being eligible offers himself for reappointment.
4. To ratified the appointment of M/s. B. Srinivasan & Co., (Firm Reg. No. 004055S) as statutory Auditors who shall hold office from conclusion of the AGM untill the conclusion of the next AGM, and to authorise the Board of Directors to fix their remuneration

**By order of the Board
SENTHIL INFOTEK LIMITED**

**Dated: 26.08.2015
Place: 157, Dhanalakshmi Society
Mahendra Hills, East Marredpally
Secunderabad -500026**

**Sd/-
(Chellamani Pitchandi)
Managing Director
DIN: 01256061**

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy / proxies to attend and vote on a poll instead of himself / herself and such proxy / proxies need not be a member of the company. The instrument of proxy / proxies, in order to be effective must be deposited at the registered office of the company, duly completed and signed, not less than forty eight hours before the commencement of the meeting. A proxy form is enclosed with this notice
2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on 28th August 2015
4. The copy of annual report, notice of 21ST Annual General Meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email ids with the Company / depository participant (DPs) / Company's Registrar and Transfer Agent (RTA).

Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice of 21st Annual General Meeting, Annual Report, notice of e-voting etc. at their registered address through postal / courier mode.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the abridged / full version of the Annual Report may send their request to the Company at its registered office address or to the RTA, M/s Venture Capital & Corporate Investments Private Limited, 12-10-167, Bharat Nagar Colony, Hyderabad, Telangana – 500018.

5. The full version of the Annual Reports will also be available under the *Investor Relations* section on the website of the Company www.senthilinfo.com
6. The Register of Members And Share Transfer Books of the Company will remain closed from September 23rd, 2015 to September 29th, 2015 (both days inclusive), in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, for the purpose of AGM and determining names of the shareholders eligible for dividend on equity shares, if declared
7. The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will, not exceeding three days of conclusion of the Meeting, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The results declared shall be available on the website of the Company (www.senthilinfo.com) and on the website of the cdsI . (e-voting).
8. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions

SENTHIL INFOTEK LIMITED

9. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. up to the date of AGM and will also be available for inspection at the venue of the meeting.
10. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
11. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
12. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for Poll / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
13. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 26.9.2015 by 10.00am and ends on 28.9.2015 by 5.00pm . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.9.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

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	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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

BRIEF PROFILE OF THE RETIRING DIRECTORS:

1. Shri Chellamani Pitchandi is aged about 69 years. He is a Qualified Engineer having Managerial experience over 30 years. He served for 12 years in M/s Larsen & Toubro Ltd., as Senior Executive.
2. Shri Senraj Muthiah Sennavanadi is aged about 53. He is a qualified I.T Person M.Sc, M.Phil & Post-Graduation in Computer Applications

INSTRUCTION ON E-VOTING FACILITY

- a) The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
- b) The Company has engaged the services of CDSL as the Agency to provide e-voting facility.
- c) The e-voting Event number, User Id and Password along with the detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.
- d) The Board has appointed Shri. Ajay S Shrivastava, Practicing Company Secretary, Hyderabad (C.P. No. 3479) as Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- e) The remote e-voting facility will be available during the following period: Commencement of remote e-voting : From 10:00 a.m. (IST) on 26th September 2015 End of remote e-voting : Upto 5:00 p.m. (IST) on 28th September 2015

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- f) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22nd September 2015 shall only be entitled to avail the facility of remote e-voting / physical voting..
- g) Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22nd September, 2015 may obtain the User Id and password in the manner as mentioned below:
1. Thru e-mail: senthilinfoteklimited@yahoo.com
 2. Thru our share transfer agent.

By order of the Board
SENTHIL INFOTEK LIMITED

Dated: 26.08.2015
Place: 157,Dhanalakshmi Society
Mahendra Hills, East Marredpally
Secunderabad -500026

Sd/-
Chellamani Pitchandis
Managing Director
DIN: 01256061

SENTHIL INFOTEK LIMITED

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2014-2015

To,
The Members
SENTHIL INFOTEK LIMITED
HYDERABAD.

Your directors have pleasure in presenting their 21ST Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

1. FINANCIAL HIGHLIGHTS:

During the year under review, performance of your company as under:

(Rs. In Lakhs)

Particulars	2014-2015	2013-14
Total Revenue	8.07	10.47
Total Expenses	7.52	9.88
Gross Profit	0.55	0.59
Provision for Depreciation	--	--
Net Profit Before Tax	0.55	0.59
Provision for Tax	0.18	0.18
Net Profit After Tax	0.37	0.41
Balance of Profit brought forward	81.94	81.53
Balance available for appropriation	82.31	81.94
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	82.31	81.94

2. STATE OF COMPANY'S AFFAIRS & FUTRURE OUTLOOK

During the period under review, the turnover of the Company has decreased to 8.07 Lakhs as against that of the previous year. of Rs. 10.47 Lakhs. The financials depict decrease in profits for the current year as against the profit of Rs. 0.37 Lakhs mainly due to the decrease in revenues of the Company.

The changing economic and business conditions followed by evolving consumer/client preferences and rapid technological innovations and adopting, the Company is making efforts for creating an increasingly receptive market in the present IT Sector. Thus, the current driving motto of all IT sectors Companies is to transform their operation and business undertakings in the most productive manner and earn returns

However, the Company is optimistic in improving and continue to focus on reflecting and delivering superior performance on projects undertaken and reap profits in the coming years.

3. CHANGES IN NATURE OF BUSINESS:

During the period under review, there is no change in the nature of business carried out by

the Company.

4. DIVIDEND

During the F.Y. 2014-15, the Company has not been able to earn profits so as to reward the shareholders. Therefore, your directors do not recommend any dividend for the year under review.

5. AMOUNTS TRANSFERRED TO RESERVES:

No Transfer to Reserves is proposed and accordingly the entire balance available in profit and loss account is retained in it.

6. SHARE CAPITAL:

The Share Capital of your Company is Rs. 5,05,00,000 During the Financial Year 2014-15, there has been no change in the share Capital of the Company.

7. PUBLIC DEPOSITS:

The Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

8. DIRECTORS

Your Board consists of SIX Directors including FOUR Independent non- executive Directors. The declaration from all the independent directors are being obtained both at the time of appointment and at the first Board meeting of the financial year annually.

A. BOARD MEETINGS

A calendar of meetings is prepared and circulated in advance to the Directors. During the financial year under review, your Board met **FIVE** times and the dates of the board meeting held are 29.05.2014, 31.07.2014, 14.08.2014, 31.10.2014 and 31.01.2015. The details of the Board Meetings held during the year are covered in the Clause No. 2 of the Corporate Governance Report.

Shri Chellamani Pitchandi & Shri Senraj Muthiah Sennavanadi, directors of the Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Your Board recommends their appointment.

B. INDEPENDENT DIRECTORS AND THEIR DECLARATION:

During the year under review, your Board in the Annual General Meeting held on 29th September, 2014 has appointed Smt. Sarada Dittakavi as an independent directors of the Company to comply with the provisions of Sections 149 of the Companies Act, 2013 which mandates every listed Company to have at least 1/3rd of its directors as Independent directors.

All the Independent Directors have given a declaration under sub-section (7) of Section 149 of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

C. KEY MANAGERIAL PERSONNEL (KMPs)

Your Company has not Appointed company secretary & Chief Financial Officer (KMPs) as required under section 203 due to meager business revenues

D. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing

Agreement, the Board has devised a policy on evaluation of performance of Board of Directors, Committees and Individual directors.

The extract of the policies are provided along with board evaluation template is in "Annexure II"

9. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit /loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

10. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has internal financial controls which are adequate and were operating effectively. The controls are adequate for ensuring the orderly & efficient conduct of the business, including adherence to the company's policies, the safe guarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information.

11. STATUTORY AUDITORS:

Pursuant to the resolution passed by the members in their 20th Annual General Meeting held on 29.09.2014, M/s P. Srinivasan & Co., Chartered Accountants, the statutory Auditors of the Company to hold the office till the conclusion of the annual general meeting of the company to be held in the calendar year 2017 subject to ratification every year. Accordingly, the Company has received written consent and a certificate from them to the effect that such appointment if made within the limits as prescribed under Section 139 of the Companies Act, 2013 read with the respective Rules. The Board recommends for ratification for their appointment.

12. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Shri. Ajay S Shrivastava, Practicing Company Secretary, Hyderabad to undertake the Secretarial Audit and certify the same for the Company.

As regarding appointment of KMPs, the same is clarified in point 8(C) above.

The Secretarial Audit Report is provided as "Annexure III".

The qualifications made in the Secretarial Audit Report are clarified hereunder-

13. EXPLANATION TO THE QUALIFICATIONS/RESERVATIONS /ADVERSE REMARKS IF ANY, MADE BY STATUTORY AUDITORS AND SECRETARIAL AUDITORS IN THEIR REPORT:

Since there are no qualification, reservation, adverse remark or disclaimer made by the statutory auditor in his report and / or by the Secretarial Auditor in the Secretarial Audit report, there is no need to give any explanation by the Board in this report.

14. MANAGERIAL REMUNERATION:

A statement containing the details of is given as Annexure 'E' forming part of this Report

The details of Remuneration paid to the Directors, KMP's and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Form MGT-9 forming part of the Directors Report and Corporate Governance Report, and same are Nil

15. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

During the year under review, there has been no significant and material orders passed by any regulators or courts or tribunal.

16. PARTICULARS OF EMPLOYEES:

There are no employees drawing remuneration as prescribed under Section 197 of the Companies Act, 2013. Hence the details are **NIL**

17. ANTI SEXUAL HARASSMENT POLICY:

Your Company has female employees and the majority of working staff/ employees are scattered and mobile in nature, hence, there lies no question of sexual Harassment and neither any complaints received/resolved or pending.

However, the Company adopts the Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

18. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

19. ESTABLISHMENT OF VIGIL MECHANISM:

Your Company has laid down Whistle Blower Policy covering Vigil Mechanism with protective Clauses for the Whistle Blowers. The Policy is annexed to this Report as Annexure IV. The Whistle Blower Policy is made available on the website of the Company www.senthilinfo.com

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

There are no related party transactions.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since during the financial year under review, the Company's performance does not attract

the provisions set under Section 135 of the Companies Act, 2014 read with rules made thereunder, hence, the compliance to the to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, is not required.

22. CORPORATE GOVERNANCE CERTIFICATE:

Your Company has been constantly reassessing and benchmarking itself with well-established Corporate Governance practices besides strictly complying with the requirements of Clause 49 of the Listing Agreement and applicable provisions of Companies Act, 2013.

A report on Corporate Governance covering among others details of meetings of the Board and Committees along with a certificate for compliance with the Clause 49 of the Listing Agreement issued by the Practicing Company Secretary- Shri. Ajay S Shrivastava, forms part of this Annual Report.

Your Board has in accordance with the requirements of Companies Act, 2013 and Clause 49 of the Listing Agreement has adopted new policies and amended existing policies such as policy on Related Party Transaction, Code of Conduct for Directors and Senior Management, Corporate Social Responsibility Policy and Whistle Blower and Vigil Mechanism Policy. These policies are available on the website of the Company and can be viewed on www.senthilinfo.com

I. AUDIT COMMITTEE:

The Board has constituted the Audit Committee. The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The details of the Audit Committee along with Meetings held during the year are covered in the Clause 7 of the Corporate Governance Report in ANNEXURE IV

II. NOMINATION AND REMUNERATION COMMITTEE-ANNUXERE V

In compliance with the requirements of Section 178 of the Companies Act, 2013, the Nomination & remuneration Committee of your Board had fixed various criteria for nominating a person on the Board which inter alia include desired size and composition of the Board, age limits, qualification / experience, areas of expertise and independence of individual. Your Company has also adopted a Remuneration Policy, salient features whereof is annexed to this report. Annexure V

23. LISTING:

The shares of your Company are listed at BSE Ltd and Madras Stock Exchange Limited (De-Recognized). The Company has duly complied with all the applicable provisions of the Listing Agreement.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in "Annexure VIII" which forms part of this report.

CONSERVATION OF ENERGY:

1	the steps taken or impact on conservation of energy	Your Company, being a service provider, requires minimal energy consumption and every endeavor is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible
2	the steps taken by the company for utilizing alternate sources of energy	
3	the capital investment on energy conservation equipment's	

TECHNOLOGY ABSORPTION:

1.	The efforts made towards technology absorption	Since the Company is not engaged in any manufacturing, the information in connection with technology absorption is Nil.
2.	The benefits derived like product improvement, cost reduction, product development or import substitution	
3.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- - the details of technology imported the year of import; - whether the technology been fully absorbed - if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
3.	The expenditure incurred on Research and Development	

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars of foreign currency earnings and outgo during the year are NIL.

25. DISCLOSURES

i. Particulars of loans, guarantees and investments:

Particulars of loans, guarantees and investments made by the Company required under section 186 (4) of the Companies Act, 2013 are contained in Note No. 13 to the Standalone Financial Statements.

ii. Transactions with Related Parties:

There are no related party transactions.

iii. Unclaimed Dividend:

During the year under review, in terms of provisions of Investors Education and Protection Fund (Awareness and Protection of Investors) Rules, 2014, unclaimed dividend declared by the Company is Nil.

iv. Subsidiaries & joint ventures:

The company neither has any subsidiaries nor entered into joint venture with any Company or institution during the year under review

v. Employee stock options & sweat equity shares:

During the year under review, the Company has not issued any Employee Stock Options and sweat Equity shares

vi. Extract of the Annual Return:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, the extract of the Annual Return in Form MGT-9 is attached as Annexure VII

26. ACKNOWLEDGEMENTS:

Your directors take this opportunity to express their gratitude for the assistance and co-operation extended by Government Authorities, Bankers and other business associates along with our estimated Shareholders and employees.

For and on behalf of the Board
SENTHIL INFOTEK LIMITED

Sd/-
Chellamani Pitchandi
Managing Director
DIN: 01256061

Sd/-
Seetha Lakshmi Pitchandi
Director
DIN:02779034

Date: 26.08.2015
Place: Hyderabad

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Structure & Developments:

The Infotech sector had a good year both from revenue and margin growth perspectives. Despite a sluggish start in the first quarter of the financial year, the company witnessed steady improvement over the quarters, as reflected in results. And we are confident that this momentum will continue during the current financial year (FY 2015-16). We will focus on operating levers such as utilization, sales efficiency and management overhead to improve operating margins in the current year. The face of IT is changing rapidly and there's no going back. As a direct result of current economic necessities and ongoing technological developments, the IT industry is undergoing a number of fundamental shifts. In order to remain relevant to their clients and customers, it is increasingly important for businesses to monitor these developments closely, adapting essential products and services to meet new marketplace demands. Information technology in India is an industry consisting of two major components: IT services and business process outsourcing (BPO). The sector has increased its contribution to India's GDP from 1.2% in 1998 to 9.5% in 2015. According to NASSCOM, the sector aggregated revenues of US\$147 billion in 2015, where export revenue stood at US\$99 billion and domestic at US\$48 billion, growing by over 13%. India's Prime Minister Narendra Modi has started 'Digital India' project to give IT a secured position inside & outside India.

The global economy grew at 7.3% in 2014 as against 6.9% growth recorded in 2013. Global economic activity picked up in the second half of the year, with much of the impetus coming from the Advanced Economies, raising hopes for an improved performance in 2015. The US economy grew by 2.4% in 2014, with the continued recovery of private domestic demand partly offset by the impact of heavy fiscal consolidation. The performance of IT services companies is likely to improve in 2015-16, with nearly all players delivering around 11-13% growth. We expect growth to be broad-based, with contribution from all geographies, verticals and service lines. After nearly two years, we are seeing clients enter IT budgeting sessions on a positive note.

Telangana Scenario:

After four years of political uncertainty, which ended in the creation of Telangana, attention is now turning towards rebuilding brand Hyderabad.

State information technology minister K. Taraka Rama Rao is set to clear several IT companies' expansion plans, which had been put on the back burner all these years. Among the companies geared up for expanding their operations in and around Hyderabad are tech major such as Amazon, Google, Facebook, Microsoft, Cognizant, and Tata Consultancy Services. Telangana has a significant amount of Software export in India. While the majority of the Industry is concentrated in Hyderabad, other cities are also becoming significant IT destinations in the state. Since Hyderabad offers a stable political climate as well as an efficient and good IT infrastructure, it is safe to assume that it will become a core player in Asia in terms of being information technology hub. The conditions have made Hyderabad a prime destination for offshoring services, making it an alluring destination for many IT companies worldwide.

Hyderabad's IT exports exceeded \$7 billion in 2014. There have been extensive investments in digital infrastructure. In Hyderabad, the central region of the business happens in HITEC City, in the Madhapur suburb. Development of HITEC City prompted several IT and ITES companies to set up operations in the city, and has led civic boosters to call their city "Cyberabad". While the emphasis is on the IT industry clustered in and around Hyderabad, the government also wants to take the sector to two-tier and three-tier cities such as Nizamabad, Karimnagar and Warangal. IT corridors in these cities along the lines of the one in Hyderabad will be established. Special incentives and tax rebates have been planned for start-ups and investors in these corridors.

It may therefore be safely concluded that the IT companies in Telangana are headed for a positive and futuristic growth owing to favorable times and favorable environment that it has successfully provided the companies from around the world.

Strengths and Threats:

Our Strengths:

We operate in a highly competent and dynamic environment. Our focus is adhering to standards, developing innovative solutions, providing quality goods and services, highly accurate and user friendly products with improved business techniques to our clients. Our industry has the ability to quickly respond to events across the nation and obtain data in areas that may be difficult to enter. The industry as a whole has been investing in latest technologies that complement existing capabilities and meet future prospects.

Our Strategy:

As we all know that customers are the most important element of any business, they are the core and in order to prosper and grow in a competitive environment our strategy has always been revolving around our clients. Customer satisfaction, optimum utilization of resources, periodic quality checks, adapting environmental changes both in terms of macro and micro perspective flexibility and innovation are the utmost important strategies on which our company focus.

Threats:

Every year in order to maintain a growth and meeting customer expectations, our company goes through periodic checks. We have set different parameters for our company and periodically we will go through these checks in order to find out the threats which our company undergoes. We not only point out those threats, we also make sure that appropriate measure are taken in order to reduce our threats. One of the more significant threats to the IT industry is Indian economy's unresolved economic condition and its impact on domestic and global environment. Some other threats which our company faces are – dynamic business environment, changing customer needs, cost constraints, frequent changes in rupee dollar rates and increasing competition.

Outlook and Future Plans:

As per the Budget 2015, IT Industry has huge opportunity in current and prospective projects, such as in metro train project, technology and digitization of internet and mobile technology. We however, are looking forward into the fine prints and have strategy ready as to how to best collaborate with such projects to turn our plans into reality. It is the opportunity in the smart cities space that is generating the maximum excitement amongst the IT industry. We were expecting smart cities to be a crucial part of the new government's development and nation building plans.

A growing ecosystem of early stage funding, incubation and peer learning is creating innovative start-ups, building technology solutions and products for India and the global market. Our initiatives like creating a strong and healthy ecosystem for startup, innovation clusters and centers of excellence will encourage customers to invest in our company and build the next generation of Global companies from India. Increase in global technology spending and opportunities created through adoption of disruptive technologies are expected to propel growth in near future.

Risks and Concerns:

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavour is to maximize returns. The Company continues to take all steps necessary to minimise its expenses through detailed studies and interaction with experts.

In the normal course of business, the Company is exposed to certain financial risks, principally interest rate risk, liquidity risk and credit risk, risks associated with the economy, regulations, competition, etc. The Risk Management framework of the Company ensures in risk mitigation areas and functions of the Company, and has in place, the procedures to inform the Board Members about the risk assessment and minimization process. These processes are periodically reviewed to ensure that the management of the Company controls risks through a defined framework.

Every year in order to maintain a growth and meeting customer expectations, our company goes through periodic checks. We have set different parameters for our company and periodically we will go through these checks in order to find out the threats which our company undergoes. We not only point out those threats, we also make sure that appropriate measure are taken in order to reduce our threats. One of the more significant threats to the IT industry is Indian economy's unresolved economic condition and its impact on domestic and global environment. Some other threats which our company faces are – dynamic business environment, changing customer needs, cost constraints, frequent changes in rupee dollar rates and increasing competition.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. All efforts are being made to make the internal control systems more effective. We do understand the importance of Integrity compliance in an organization and to make sure that each and every employee of our company is meeting the set standards, we undertake surprise and periodic checks of all the processes. Our company makes sure that all the compliances are maintained properly in written form and is well communicated to all the people working in our company. Our processes works in a full transparent manner to avoid any type of frauds and errors within the organization. All the related issues are properly taken care by our Audit Committee, which is formed as per The Companies Act, 2013 and the committee, ensures that all the government policies, rules and regulations are followed by the company in a stringent manner. Internal control takes care right from the utmost utilization of company's resources to transparent accounting and other processes to restricting unauthorized access to the assets of the company.

SHARE CAPITAL:

The Share Capital of your Company is Rs. 5,05,00,000 divided into 50,50,000 Equity shares of 10/- each. During the year under review, there was no further issue of shares.

SECURED LOANS:

Secured Loans of the Company are NIL.

FIXED ASSETS:

Fixed assets of the Company amount to Rs. 221.57 Lacs.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Our company has a meager but skilled and well trained set of human resource working with us in order to meet business perspectives. We have completely defined procedure when it comes to

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hiring an employees based on projects on hand, so that our requirement exactly meets with the candidate qualification and skills. As information technology requirements are very dynamic with the changing business environment, we provide continuous and appropriate training to our personnel so that their knowledge and skills are never obsolete.

The Company also has good relations with other companies in the similar stream of business and it shall be useful in understanding the market behavior and phenomenon in depth and to stay updated with competitors both in growth and adoption of new technologies for cost effective operation.

CAUTIONARY STATEMENT:

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "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 global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

FOR SENTHIL INFOTEK LIMITED

Dated: 26.08.2015
Place: 157, Dhanalakshmi Society,
Mahendra Hills, East Marredpally,
Secunderabad, Telangana- 500026.

Sd/-
Chellamani Pitchandi
Managing Director
DIN: 01256061

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CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31ST MARCH 2015

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

As part of the Senthil Infotek Limited, the Company's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices, many of which were in place even before they were mandated by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Through the Governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making.

Corporate Governance as a systemic process by which companies are directed and controlled to enhance their wealth-generating capacity. Since large corporations employ a vast quantum of societal resources, the company believes that the governance process should ensure that these resources are utilized in a manner that meets stakeholders' aspirations and societal expectations. This belief is reflected in the Company's commitment to contribute to the conservation and development of the nation's economic, social welfare.

As a part of the compliances of the revised Clause 49 of Listing Agreement, the Company presents hereunder the required disclosures in the form of a report of information of all stakeholders

Category	No. of directors
Non-Executive & Independent Directors including the Chairman	4
Other Non-Executive Directors	1
Executive Director (Managing Director)	1
Total	6

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The Chairman of the Board is an Independent Director.

As required under Section 149(3) of the Companies Act, 2013, Mrs. D. Sarada a lady Director, has been appointed as an Independent Director on the Board.

Other Relevant details of Directors:

Name of Director	Date of Appointment	Category	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position	
				Member	Chairman
Chellamani Pitchandi	23/04/1997	Executive	2	Stakeholders' Relationship Committee	-
Sreehari Ankem	23/04/1997	Independent Non Executive	1	Audit Committee & Stakeholders' Relationship Committee	Nomination and Remuneration Committee
Mrs. B. Seethalakshmi	23/04/1997	Non Independent Non Executive	2	-	Stakeholders Relationship Committee
Dittakavi Surekha	23/04/1997	Independent Non Executive	Nil	-	Audit Committee
Senraj Muthiah Sennavanadi	23/04/1997	Independent Non Executive	Nil	-	-
Sarada Dittakavi	22/02/2012	Independent Non Executive	Nil	Audit Committee and Nomination and Remuneration Committee	Stakeholders' Relationship Committee

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
29.05.2014	6	5
31.07.2014	6	5
14.08.2014	6	5
31.10.2014	6	5
31.01.2015	6	5

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Name of Director	Attendance at the Board Meetings held on					Attendance at the AGM held on 29th Sep'14
	29.09.2014	31.07.2014	14.08.2014	31.10.2014	31.01.2015	
Chellamani Pitchandi	YES	YES		YES	YES	YES
Sreehari Ankem	YES	YES	YES	YES	YES	YES
Seetha Lakshmi Pitchandi	YES	YES	YES	YES	YES	YES
Dittakavi Surekha	YES	YES	YES	YES	YES	YES
Senraj Muthiah Sennavanadi	-	-	-	-	-	-
Sarada Dittakavi	YES	YES	YES	YES	YES	YES

3. COMMITTEES OF THE BOARD.

(a) Audit Committee

The Audit Committee continued working under Chairmanship of Smt. Dittakavi Surekha with Shri Sreehari Ankem and Shri Sarada Dittakavi as co-members. During the year, the sub-committee met on four occasions with full attendance of all the members.

The composition of the Audit Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
		29/05/2014	31/07/2014	31/10/2014	31/01/2015
Dittakavi Surekha	Chairperson	YES	YES	YES	YES
Sarada Dittakavi	Member	YES	YES	YES	YES
Sreehari Ankem	Member	YES	YES	YES	YES

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational

performance.

- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Chief Internal Auditor to get their inputs on significant matters relating to their areas of audit.

(b) Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
		29/05/2014	31/07/2014	31/10/2014	31/01/2015
Sreehari Ankem	Member	YES	YES	YES	YES
Seetha Lakshmi	Member	YES	YES	YES	YES
Sarada Dittakavi	Member	YES	YES	YES	YES
D. Surekha	Chairperson	YES	YES	YES	YES

(c) Corporate Social Responsibility (CSR) Committee.

Since during the financial year under review, the Company's performance does not attract the provisions set under Section 135 of the Companies Act, 2014 read with rules made thereunder, thence, the compliance to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, is not required.

(d) Stakeholders' Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The composition of the Stakeholders Relationship Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
		29/05/2014	31/07/2014	31/10/2014	31/01/2015
Sarada Dittakavi	Chairman	YES	YES	YES	YES
Sreehari Ankem	Member	YES	YES	YES	YES
Chellamani Pitchandi	Member	-	-	YES	YES
Senraj Muttaiah	Member	YES	YES	-	-

The Committee was reconstituted on 14.8.14 see include Sri C. Pitchandi as Member

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During the year, NIL complaints were received from shareholders, The balance complaints were under various stages of investigation. As on March 31, 2015, no investor grievance has remained unattended/ pending for more than thirty days.

Independent Directors' Meeting

During the year under review, the Independent Directors met on 31st January, 2015, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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 Compliance Committees. A structured questionnaire was 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.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

TERMS OF APPOINTMENT & REMUNERATION -Managing Director

1. Mr.Chellamani Pitchandi, Managing Directorw.e.f. 23.04.1997

Period of Appointment Salary Grade Allowances Perquisites Retrial Benefits Performance Bonus Sign-on Amount Deferred Bonus Minimum Remuneration Notice Period & Severance Fees Other	NIL
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- **Details of remuneration paid to the Directors are given in Form MGT - 9**

4. Disclosures:

(a) Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

(b) Details of non-compliance by the company, penalties, and strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There were 2 instances of delayed compliance of Listing Agreement requirements which attracted minor penalty by BSE Limited.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, 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.

Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on SAP-ERP and SAP-HR platforms and have a strong monitoring and reporting process resulting in financial discipline and accountability.

Managing Director Certification

The Managing Director has issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti-Bribery & Corruption Directive" which forms an Appendix to the Code. The Code has been posted on the Company's website www.Senthilinfo.com.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also

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that no discrimination will be meted out to any person for a genuinely raised concern. Report on any suspected or confirmed incident of fraud / misconduct through:

E-Mail: ceeepeeee@yahoo.com The policy as adapted is placed in Annexure VIII

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Head of Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

2. Means of Communication

Name & Address of the Stock Exchanges	Stock Code/ Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised share)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	531980	INE564B01015
Madras Stock Exchange Limited, Chennai	NA	NA

SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

1. Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

2. Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

3. Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

4. Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central

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Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before the Board of Directors.

5. Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	22,80,910	45.17%
Demat Segment		
NSDL	26,69,399	52.86%
CDSL	99,691	01.97%
Total	50,50,000	100%

Distribution of Shareholding as on March 31, 2015

Slab of Share holding	No. of Shareholders	% to Total Holding	Amount in Rs.	% to Total
1-500	914	66.96	374804	7.42
501-1000	153	11.21	146440	2.9
1001-2000	170	12.45	328754	6.51
2001-3000	12	0.88	29890	0.59
3001-4000	44	3.22	170530	3.38
4001-5000	17	1.25	81643	1.62
5001-10000	16	1.17	140936	2.79
>10000	39	2.86	3777003	74.79
Total	1365	100	5050000	100

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Shareholding Pattern as on March 31, 2015

Category of Shareholders	No. of Shares held as on 31.03.2015			
	Demat	Physical	Total	% of Total Shares
A. Promoter				
1) Indian				
Individual/ HUF	1875000	-	1875000	37.13
Central Govt	-	-	-	-
State Govt(s)	-	-	-	-
Bodies Corp	615000	-	615000	12.18
Banks / FI	-	-	-	-
Any Other	-	-	-	-
Sub-total (A) (1):-	2490000	-	2490000	49.31
2) Foreign				
NRIs-Individuals	-	-	-	-
Other-Individuals	-	-	-	-
Bodies Corp.	-	-	-	-
Banks / FI	-	-	-	-
Any Other....	-	-	-	-

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Sub-total (A) (2):-				
B. Public Shareholding				
1. Institutions				
Mutual Funds	-	-	-	-
Banks / FI	-	-	-	-
Central Govt	-	-	-	-
State Govt(s)	-	-	-	-
Venture Capital Funds	-	-	-	-
Insurance Companies	-	-	-	-
FIs	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-
Others (specify)	-	-	-	-
Sub-total (B) (1)	-	-	-	-
2. Non Institutions				
Bodies Corp.				
(i) Indian	37346	3900	41246	0.82
(ii) Overseas				
Individuals				
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	169001	1077800	1246801	24.69
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	81653	1190300	1271953	25.19
Others (Specify)				
Clearing Member	-	-	-	-
Sub-total(B) (2)	288000	2272000	2560000	50.69
Total Public Shareholding (B) = (B) (1) + (B) (2)	288000	2272000	2560000	50.69
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-
Grand Total (A+B+C)	2778000	2272000	5050000	100

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Statement showing Shareholding of Securities of persons belonging to the category "Promoter and Promoter Group" as on March 31, 2015

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1.	Pitchandi Chellamani	1326800	26.27
2.	Seetha Lakshmi Pitchandi	298200	5.90
3.	Cementeel Construction Pvt Limited	615000	12.18
4.	Pitchandi Selvam	100000	1.98
5.	P Malliga	100000	1.98
6.	P Anuradha	50000	0.99
	Total	2490000	49.31

7. General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
18th	2012	At the Registered Office	29.09.2012	4.00 p.m.	1
19th	2013		26.09.2013	4.00 p.m.	-
20th	2014		29.09.2014	4.00 p.m.	2

8. Extraordinary General Meeting (EGM)

The Company held no Extraordinary General Meeting during the year.

- Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 st Quarter	29.05.2014
2 nd Quarter	31.07.2014
3 rd Quarter	31.10.2014
4 th Quarter	31.01.2015

SENTHIL INFOTEK LIMITED

E-Voting Facility to members

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 members the facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by (CDSL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

FINANCIAL CALENDAR 2015:

AGM – Date, time and venue	29 th September, 2015 at 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad, Telangana-500026.
Financial Year	2014-15
Book Closure Date	23 rd September To 29 th September
Stock Code	531980
ISIN	INE564B01015
CIN	L72200TG1997PLC026943
Registrar & Transfer Agents	VENTURE CAPITAL AND CORPORATE INVESTMENTS PVT LTD 12-10-167, Bharatnagar, Hyderabad – 500 018 Ph. no: 040 – 23818475 23818476 Fax no: 040 - 23868024
Posting of Annual Reports	02-09-2015
Last date for receipt of Proxy Forms	27-09-2015
Board Meeting for consideration of unaudited quarterly results for the financial year ended March 31, 2015	27 th May, 2015
Audited results for the current financial year ending March 31, 2015	27 th May, 2015

Date: 26.08.2015

Registered Office: For and on behalf of the Board

Place: 157, Dhanalakshmi Society,

Mahendra Hills, East Marredpally,

(Chellamani Pitchandi)

Managing Director

Secunderabad, Telangana- 500026DIN: 01256061

ANNEXURE II

EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDEPENDENT DIRECTORS POLICY

Evaluation Policy

Pursuant to the provisions of the Companies Act, 2013 and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (SEBI) under Clause 49 of the Listing Agreement (as may be applicable), the Board of Directors (Board) shall carry out an annual evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board and individual Directors shall be evaluated by the Board seeking inputs from all the Directors. The performance of the Committees shall be evaluated by the Board, seeking inputs from the Committee members. A template is prescribed to evaluate the performance of the directors and members of the Committees.

At the first stage, the Chairman of the Nomination and Remuneration Committee shall obtain from all the Board members duly filled in Board evaluation templates for evaluation of the performance of the Board as a whole, evaluation of the Committee members etc.

At the second stage, a separate meeting of independent Directors shall be held to review the performance of non-independent Directors, performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors. Based on the report of the meeting an Evaluation Report shall be placed before the Board.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings, follow up actions on decisions taken etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, follow up actions etc. In addition the Chairperson is to be also evaluated on the key aspects of his/her role.

The summary of the evaluation reports shall be presented to the respective Committees and the Board for their consideration.

The details of the two policies are stated below:

POLICY ON BOARD DIVERSITY

Pursuant to the provisions of the Clause 49 of the Listing Agreement, the Policy on Board Diversity is framed and adopted.

The broad objectives of the Policy are:

Diversity and inclusion initiatives based on sound business principles and objectives;

To help the Company build a Board that can draw upon a wide range of perspectives, expertise, Knowledge and experience;

To bridge the gap in Board composition for achieving optimum and balanced Board with a wide range of attributes; and

To encourage healthy and open discussion and promote independence of judgment in Board and Committee deliberations.

REMUNERATION POLICY

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Remuneration Policy is framed and adopted.

The broad objectives of the Policy are:

To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board;

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

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; and

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

While deciding on the remuneration for Directors, the Board and Nomination & Remuneration Committee considers the performance of the Company, the current trends in the industry, the director's participation in Board and Committee meetings during the year and other relevant factors.

The performance of the Company and individual performance as well employees' potential, criticality and longevity in the grade are considered while determining remuneration to the Employees

EVALUATION DURING THE YEAR:

The Board has handed out the Templates and sought responses from all Directors/ members of the Committees and the same were evaluated and grades awarded by the independent Directors in their meeting held on 31st January, 2015 and the Report of the evaluation of the Board KMP and Committees were finalized by the Independent Directors and placed before the Board in the next Meeting.

SENTHIL INFOTEK LIMITED

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

To,

The Members,

SENTHIL INFOTEK LIMITED

157, Dhanalakshmi Society, Mahendra Hills, East Marredpally,
Secunderabad, Telangana- 500026,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **SENTHIL INFOTEK LIMITED (CIN-L72200TG1997PLC0269433)** (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 **SENTHIL INFOTEK LIMITED** 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 31st March, 2015, the Company has 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 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange

Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **-Not Applicable to the Company during the Audit Period**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable to the Company during the Audit Period**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the Audit Period**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable to the Company during the Audit Period** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company during the Audit Period**
- (vi) Information Technology Act, 1991, (Mention the other laws as may be applicable specifically to the company)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **-Not Notified during the Audit Period, hence Not Applicable**
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the Audit period under review and as per the clarification, representations provided by the Management in writing & oral in the Secretarial Audit checklist prepared by me, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement, SEBI notifications etc. mentioned above *subject to the following observation/ non Compliance* :

During the Audit period, the Company could not comply with the provisions stated in Section 203 of the Companies Act, 2013 with regard to appointment of the Company Secretary and Chief Financial Officer (CFO) for the Company.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws

by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking clarifications, if any.
- Majority decision is carried through while the dissenting members' views 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.

Place :Hyderabad
Date :26.08.2015

Name of Company Secretary in practice:
AJAY S SHRIVASTAVA
FCS No. 3489
C P No.: 3479

Annexure III TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. APPOINTMENT & TENURE

The appointment of Independent Director for initial term is generally for a period of 5 (five) consecutive years unless vacated and/or terminated earlier, as per provisions of the applicable laws. This tenure is subject to meeting the criteria for being an Independent Director and not being disqualified to be a Director under applicable laws on a continuous basis.

Independent Director is not liable to retire by rotation.

The appointment and continuation of office of Independent Director is subject to the applicable provisions of the Companies Act, 2013 (the Act) and the Listing Agreement.

2. TIME COMMITMENT

Independent Director is expected to bring objectivity and independence of view to the Board's deliberations and to help the Board with effective overview of the Company's strategy, performance, social commitments and risk management and ensure high standards of financial integrity and governance. Independent Director are required to perform the duties expected including (without limitation) attending Board/Committee meetings of which a member and shareholders meetings and to devote such time, as appropriate, for you to discharge your responsibilities and duties effectively.

3. ROLE & DUTIES

Role and duties of Independent Director will be as set out under the Act and the Listing Agreement including but not limited to the fiduciary duties associated with the office of an independent director. Independent Director (and without prejudice to the roles, functions and duties specified in Schedule IV of the Act), shall:

- (i) act in accordance with the AOA;
- (ii) act in good faith in order to promote the objectives of the Company for the benefits of its members as a whole and in the best interest of the Company;
- (iii) discharge responsibilities and duties with due and reasonable care, skill and diligence by exercising independent judgment;
- (iv) strive to attend every meeting of the Board and its Committee(s) of which a member and general meetings;
- (v) strive to attend any other meetings, where attendance is solicited;
- (vi) provide strategic direction and also act as a constructive critic in evaluating the proposal and plans on strategic direction;
- (vii) evaluate and scrutinize the performance of the management in meeting agreed goals and objectives;
- (viii) satisfy on the integrity of financial information and that financial controls and systems of risk management are robust and compliant with applicable laws;
- (ix) keep well informed about the Company and the external environment in which it operates;

and

- (x) ensure that the vigil mechanism policy of the Company is implemented and report concerns about any unethical behavior, actual or suspected fraud or violation of the Code of Conduct.

4. ADHERENCE TO THE CODE OF CONDUCT

During the tenure, Independent Director of the Company are required to comply and abide with the provisions of the Act and the Listing Agreement including the following:

- (i) Code for Independent Directors outlined in Schedule IV of the Act and duties of Directors as provided in the Act including Section 166 of the Act and Clause 49 of the Listing Agreement;
- (ii) Code of Conduct for Board and Senior Management framed under the Listing Agreement; and
- (iii) Policy for Prevention of Insider Trading framed by the Company under the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 ("Insider Trading Code").

5. PROFESSIONAL CONDUCT AND CONFLICT OF INTEREST

Independent Director shall not -

- (i) participate in or vote at any meetings of the Board/Committees wherein interested ;
- (ii) achieve or attempt to achieve any undue gain or advantage either for self or for relatives, partners, or associates.
- (iii) allow any extraneous considerations to vitiate exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring with or dissenting from the collective judgment of the Board in its decision making;
- (iv) abuse position to the detriment of the Company or its shareholders;
- (v) unfairly obstruct the functioning of the Board or Committee meeting(s);
- (vi) put in a position which results in a direct or indirect conflict of interest or possible conflict of interest with the Company; and
- (vii) assign office of an Independent Director and any assignments so made shall be void.

6. CONFIDENTIALITY

- (i) All information including commercial secrets, technologies, advertising and sales promotion plans related to the Company that is acquired or provided during the tenure is confidential to the Company and should not be released/disclosed either during the tenure or following termination (by whatever means) to third parties without prior authorization by the Board, unless such release/disclosure is required by law or by the rules of any stock exchange or regulatory body/authority. Accordingly, Independent Director are expected to maintain all agenda, notes, data, records and other documents in any way relating to the Company or the Company's business interest, as highly confidential and maintain them as inaccessible to others;

- (ii) Independent Director to adhere to the requirements under the applicable regulations and the Insider Trading Code in relation to the disclosure of unpublished price sensitive information and dealing in the securities of the Company. Consequently, Independent Director should avoid making any statements or performing any transaction that might risk a breach of these requirements without prior clearance from the Board; and
- (iii) At all times and notwithstanding ceasing to be an Independent Director of the Company, Independent Director are expected not to use such information for personal or professional benefit or disclose such confidential information to third parties who may use the same for their personal or professional benefit, or otherwise engage in any activity that would constitute insider trading.

7. DISCLOSURES OF INTEREST

- (i) It is accepted and acknowledged that Independent Director may have business interests other than those of the Company. As a condition of appointment, Independent Director are required to submit various disclosures/declarations under applicable laws and as per Company's policies including declarations with respect to any directorships, appointments and interests to the Board in writing. Independent Director will not serve in more than seven listed companies including the Company and if to be appointed as a whole time director in any listed company, you will not serve as an Independent Director in more than three listed companies including the Company. Further, in no event Independent Director shall hold directorship in companies beyond the limits specified in Section 165 of the Act;
- (ii) During the term of appointment, Independent Director to promptly notify the Company of any change in directorships and provide such disclosure and information as may be required under the applicable laws; and
- (iii) Independent Director shall refrain from any action that would lead to loss of independence. In the event that the circumstances of Independent Director seem likely to change which might give rise to conflict of interest or such change in circumstances could lead the Board to revise its judgment regarding independence, such changes or possible changes in circumstances should be disclosed to the Board promptly.

8. EVALUATION

The Company shall carry out an evaluation of the performance of the Board as a whole and of the Committees and directors of the Board on an annual basis as per the Company's policy. The performance evaluation of independent directors shall be done by the entire Board, excluding the director being evaluated. The appointment/ re-appointment on the Board shall be subject to the outcome of the annual evaluation process.

9. INDEPENDENT DIRECTORS' MEETING

A separate meeting of the Independent Directors will be held at least once every year without the attendance of the non-independent directors and the members of the management. The Company expects all the Independent Directors to strive to be present at this meeting.

10. LIABILITY UNDER THE ACT

Pursuant to the provisions of the Act, an Independent Director will be liable only in respect of such omission or commission by the Company which had occurred with his/her knowledge, attributable through Board processes and with his/her consent or connivance or where he/she had not acted diligently.

11. TERMINATION

- (i) Independent Director may resign from the position at any time by giving a notice in writing to the Company stating reasons of resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date if any specified in the notice, whichever is later.
- (ii) Independent Director shall cease to hold office if fails to meet the criteria for an Independent Director mentioned in the Act and/or the Listing Agreement and/or if otherwise disqualified and shall forthwith intimate the Company of such an event and promptly submit resignation to the Company with effect from date of such change.
- (iii) The Company can also terminate your directorship in accordance with the procedure set out in Section 169 of the Act. Apart from the grounds of termination as specified in the Act, your directorship may be terminated for violation of any provisions of the appointment letter.

12.COOPERATION

In the event of any claim or litigation against the Company, based upon any alleged conduct, act or omission on the part of Independent Director during the tenure, to the Independent Director shall render all reasonable assistance and cooperation to the Company and provide such information and documents as are necessary and reasonably required by the Company or its counsels.

13.CHANGES IN PERSONAL DETAILS

During term, an Independent Director shall promptly intimate the Company in the prescribed manner, of any change in address or other contact or personal details.

14. GENERAL

The appointment letter and any non-contractual obligations arising out of or in connection with the letter are governed by and shall be construed in accordance with, the laws of India and the parties agree to submit to the exclusive jurisdiction of the courts in India.

POLICY ON RELATED PARTY TRANSACTIONS

1. INTRODUCTION

- 1.1 The Companies Act, 2013 ('Act') and Securities and Exchange Board of India ('SEBI') have significantly revised the regulations governing related party transactions entered into by the companies. The Act defines related parties and related party transactions and prescribes certain approval requirements with respect to such transactions.
- 1.2 The listing agreement entered into by a company with the stock exchanges where its shares are listed ('Listing Agreement'), also requires a company to adopt a policy setting out the manner in which the company will deal with related party transactions as well as the materiality thresholds applicable to such transactions.
- 1.3 In view of the above and to consolidate the procedural requirements under the Act and the Listing Agreement, the Company has laid down this policy on related party transactions in accordance with the requirements of the Act read with relevant rules prescribed therein and the Listing Agreement.
- 1.4 The Board of Directors of (the 'Board') Senthil Infotek Limited (the 'Company') has adopted the following policy and procedures with regard to related party transactions.

2. OBJECTIVES

- 2.1 The Board recognizes that related party transactions need to be reviewed as per the provisions of the Act and the Listing Agreement. The Board has adopted this Policy to set forth the procedures under which transactions with related parties shall be reviewed for approval or ratification in accordance with the procedures set forth below:
 - 2.1.1 This Policy also aims to comply with the applicable laws.
 - 2.1.2 No related party transactions may be entered into by the Company, except in accordance with the provisions of this Policy and applicable laws.

3. DEFINITION

Definitions of some of the key terms used in this policy are given below:

- a) **Act'** means Companies Act, 2013, as amended from time to time.
- b) **Arm's Length Transaction'** means a transaction between the Company and its Related Party(ies) that is conducted as if they were unrelated and at a fair value, so that there is no conflict of interest.
- c) **Audit Committee' or 'Committee'** means Committee of Board of Directors of the Company constituted under provisions of the Act and the Listing Agreement.
- d) **Director'** means a director on the Board of the Company.
- e) **Key Managerial Personnel or KMP'** means

- i) the Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole-Time Director;
- ii) the Company Secretary;
- iii) the Chief Financial Officer; and
- iv) any other person appointed as the KMP by the Board of Directors of the Company
- f) **Material Related Party Transaction'** will have the same meaning as defined in Clause 49 of the Listing Agreement.
- g) **"Ordinary Course of Business ('OCB')"** means a transaction which is:
- carried out in the normal course of business envisaged in accordance with the Memorandum of Association ('MoA') of the Company as amended from time to time, or
 - historical practice with a pattern of frequency, or
 - common commercial practice, or
 - meets any other parameters / criteria as decided by the Board/Audit Committee.
- h) **Policy'** means this Related Party Transaction Policy.
- i) **Related Party'** has the same meaning as assigned to it under the Act and Clause 49 of the Listing Agreement, as amended from time to time.
- j) **"Related Party Transactions"** mean all transactions between the Company on one hand and one or more related party on the other hand including contracts, arrangements and transactions as envisaged in Section 188(1) of the Act and/or Clause 49
- k) **Stock Exchanges'** means the stock exchanges where equity shares of the Company are listed.

4. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS

4.1 Identification of related parties

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Clause 49 of the Listing Agreement

4.2 Identification of related party transactions

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and Clause 49 of the Listing Agreement. The Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company may seek external professional opinion, if necessary.

4.3 Approval of Audit Committee

- a) All the Related Party Transactions shall require **prior** approval of the Audit Committee.
- b) The Audit Committee may grant omnibus approval for Related Party Transactions

subject to the conditions as laid down under Clause 49 of the Listing Agreement, as amended from time to time.

- c) Any member of the Audit Committee who has a potential conflict of interest in any Related Party Transaction shall abstain from discussion and voting.

4.4 Approval of Board of Directors

- a) The following Related Party Transactions which are not in the ordinary course of business or are in the ordinary course of business but are not

Arm's Length Transactions shall require prior approval of the Board:

- (i) sale, purchase or supply of any goods or materials;
 - (ii) selling or otherwise disposing of, or buying, property of any kind;
 - (iii) leasing of property of any kind;
 - (iv) availing or rendering of any services;
 - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
 - (vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or Associate Company; and
 - (vii) underwriting the subscription of any securities or derivatives thereof, of the Company.
- b) All the Material Related Party Transactions shall be considered and approved by the Board before placing them before shareholders for their approval except for those transactions that do not require approval under Section 177 and 188 of the Act; and are transactions entered into between the Company and its wholly-owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
 - c) Where any Director is interested in any Related Party Transaction, such Director will abstain from discussion and voting on the subject matter of the resolution relating to such Transaction.

For the purpose of this Policy, wholly-owned subsidiary means a company whose 100% voting power, directly or indirectly, is controlled by another company i.e. holding company.

4.5 Approval of Shareholders

- a) Related Party Transactions set out in Clause 6 (a) above, which exceed the limits as prescribed under Section 188 of the Act read with Rule 15 of the Rules shall be placed for shareholders' approval by way of a special resolution. Any shareholder which is a Related Party in the context of the proposed Related Party Transaction shall abstain from voting on such resolution in terms of the provisions of the Act.
- b) Subject to the second proviso of Clause 49 (VII) (E), all Material Related Party Transactions shall be approved by the shareholders' and their approval will be sought by way of a special resolution. The Related Party (ies) shall abstain from voting, irrespective of whether the entity is a party to the particular transaction, on such resolution in terms of the provisions of the Listing Agreement.

4.6 Approval of Related Party Transactions

- a) To approve a Related Party Transaction, the Committee/ Board/ shareholders, shall be

provided all relevant material information of the Transaction, including the terms, purpose of the transaction and such other details as required under the applicable law or by the Committee/Board, as the case may be. While approving a Related Party Transaction, the Committee/Board will consider the following factors, among others, to the extent relevant:

- (i) Whether the terms on which Related Party Transaction proposed are fair and on arm's length basis to the Company;
 - (ii) Whether the Related Party Transaction would affect the independence of an independent director;
 - (iii) Whether the Related Party Transaction includes any potential reputational risk that may arise as a result of or in connection with the proposed transaction; and
 - (iv) Whether the Related Party Transaction would present conflict of interest for any Director or KMP of the Company.
 - (v) Whenever there is any doubt with regard to transaction(s) with Related Party(ies) and/or the applicable corporate governance requirements, the Audit Committee / Board shall be entitled to seek a legal opinion/clarification for the same.
- b) The Audit Committee shall consider all relevant facts and circumstances regarding a Related Party Transaction placed before it.
- c) In the event of any Director, KMP or any other employee become aware of any Related Party Transaction(s) that has been omitted to be approved by the Audit Committee/Board/Shareholders or is in deviation of this Policy, such person shall promptly notify the Company Secretary of such transaction, who shall ensure that such transaction is brought to the notice of the Audit Committee or the Board, as applicable, at the earliest.
- d) The Audit Committee / Board shall evaluate such transaction(s) and may decide necessary action as it may consider appropriate including ratification, revision or termination of the Related Party Transaction.

5. DISCLOSURE

- a) In terms of the provisions of Section 134(3)(h) of the Act, Related Party Transactions requiring approval of Board/Shareholders under Section 188 of the Act shall be disclosed in the Board's Report along with the justification for entering into such Related Party Transactions.
- b) Details of all Material Related Party Transactions shall be disclosed quarterly along with Company's Compliance Report on Corporate Governance, in accordance clause 49 of the Listing Agreement.
- c) This Policy shall be disclosed on the website of the Company and a web link thereto shall also be provided in the Annual Report.
- d) The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with any Related Party.

6. POLICY REVIEW

- a) This Policy is based on the provisions of the Act and rules framed there under and as per the requirements of the Clause 49 of the Listing Agreement.
- b) In case of any changes in the provisions of the Act, the Listing Agreement or any other regulation which are inconsistent with the Policy, such amended provisions would prevail over the Policy.
- c) The Board is authorized to amend this Policy to be consistent with the prevailing provisions of the Act and Listing Agreement, which shall be placed before the Audit Committee and Board for their approval.

7. GENERAL

In case of any doubt with regard to any provision of the Policy and also in respect of matters not covered herein, a reference shall be made to the Chairman of the Committee. In all such matters, the interpretation and decision of the Chairman shall be final. The Company reserves the right to modify, cancel, add, or amend any clause of this Policy as set out above.

ANNEXURE VII **WHISTLE BLOWER POLICY**

1. INTRODUCTION

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. In view of the same, the Company has adopted the Code of Conduct ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined. The Whistleblower Policy is an extension of the Company's Code of Conduct through which the Company seeks to provide a mechanism for its employees, directors, vendors or customers to disclose any unethical and/or improper practice(s) taking place in the Company for appropriate action and reporting. Through this policy, the Company provides the necessary safeguards to all Whistle Blowers for making disclosures in good faith.

2. DEFINITIONS

The definitions of some of the key terms used in this policy are given below:

- a) **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with clause 49 of the listing agreement with the Stock Exchanges.
- b) **"Company"** means Senthil Infotek Limited
- c) **"Director"** means any executive, non-executive, nominee or alternate director of the Company.

- d) **“Disclosure”** means any communication in writing (including anonymous disclosures) made in good faith by the Whistle Blower to the designated personnel under this policy that discloses or demonstrates information that may evidence an Unethical Practice.
- e) **“Employee”** means any employee or officer of the Company, including the directors in the employment of the Company.
- f) **“Investigators”** mean any person(s) duly appointed/consulted by the Whistle Blower Committee to conduct an investigation under this policy.
- g) **“Subject” means a person against or in relation to whom a Disclosure has been made or evidence gathered during the course of an investigation.**
- h) **“Unethical Practice”** means and includes, but not limited to, the following activities/ improper practices being followed in the Company:
 - i. Manipulation of Company data / records;
 - ii. Abuse of authority at any defined level in the Company;
 - iii. Disclosure of confidential / proprietary information to unauthorized personnel;
 - iv. Any violation of applicable legal law and regulations to the Company, thereby exposing the Company to penalties/ fines;
 - v. Any instances of misappropriation of Company assets;
 - vi. Activity violating any laid down Company policy, including the Code of Conduct;
 - vii. Any other activities whether unethical or improper in nature and injurious to the interests of the Company.
- i) **“Whistle Blower”** means an employee or director or Customers of the Company or Vendors doing business with the Company and making a Disclosure under this Policy.

3. HOW TO REPORT

- All suspected violations shall be reported to (i) immediate supervisor; or (ii) the Chief Compliance Officer at ceeepeee@yahoo.com.
- It is strongly advised that the Whistle Blower discloses his/ her identity in the Disclosure for ensuring that adequate protection is granted to him/ her under the relevant provisions of this policy. However, anonymous Disclosures, though discouraged, may also be made.
- The Disclosures made should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

4. INVESTIGATION

All disclosures under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

5. SUBJECTS

- All Subjects shall be duly informed about the Disclosures of unethical practice(s) made against them at the commencement of the investigation process and shall have regular opportunities for providing explanations during the course of the investigation process.
- Subjects shall not directly/ indirectly interfere with the investigation process, till the completion of the investigation
- The Subjects shall not destroy or tamper with any evidence, and shall have a duty to cooperate in the investigation process or with any of the Investigators appointed, till the time the investigation process is completed.
- During the course of the investigation process, all Subjects shall have a right to consult any person(s) of their choice, other than the Investigators, and engage any legal counsel at their own cost to represent them in any investigation proceedings.
- The Subject shall have the right to be informed about the results of the investigation process and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.
- All Subjects shall be given an opportunity to respond to results of the inquiry/ investigation as contained in an investigation report. No allegation of wrongdoing against any Subject shall be considered as tenable, unless the allegations are duly supported by valid evidence in support of the allegation.
- Where the results of the inquiry/ investigation highlight that the allegations made against the Subjects are eventually dismissed as non-tenable, then the Company shall reimburse all such reasonable costs as shall have been incurred by the Subject to defend him/her, during the process of inquiry/ investigation.

6. PROTECTION

The identity of the Whistle Blower, Subject and any other Employee assisting the inquiry/ investigation, shall be kept confidential at all times, except during the course of any legal proceedings, where a Disclosure/ statement is required to be filed. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Disclosure. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment

7. DECISION

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

8. RETENTION OF DOCUMENTS

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

9. MODIFICATION

The Audit Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.

SENTHIL INFOTEK LIMITED

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

SENTHIL INFOTEK LIMITED

as on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

REGISTRATION AND OTHER DETAILS:

i)	CIN	L72200TG1997PLC026943
ii)	Registration Date	23-04-1997
iii)	Name of the Company	SENTHIL INFOTEK LIMITED
iv)	Category / Sub-Category of the Company	Limited by Shares
v)	Address of the Registered office and contact details	157, Dhana Lakshmi Society mahendra Hills, East Mared Pally, Secunderabad – 26, Telangana
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	VENTURE CAPITAL AND CORPORATE INVESTMENTS PVT LTD Address: 12-10-167, Bharatnagar, Hyderabad – 500 018 Ph no: 040 – 23818475, 23818476 Fax no: 040 - 23868024

I. 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/ services	% to Total turnover of the company
1			

II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

SENTHIL INFOTEK LIMITED

S.No	Name And Address Of The Company	Cin/Gin	Holding/Subsidiary/ Associate	% Of Shares Held	Applicable Section
1		N.A	N.A	N.A	N.A

III. 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
	No of Share holder	Total No of Shares	Shares Held in Dematerialised Form	% of Shares Held	No of Share holder	Total No of Shares	Shares Held in Dematerialised Form	% of Shares Held	
A. Promoters (1) Indian									
(a) Individual/HUF	5	1875000	1875000	37.13	5	1875000	1875000	37.13	NIL
(b) Central Govt	0	0	0	0	0	0	0	0	
(c) State Govt(s)	0	0	0	0	0	0	0	0	
(d) Bodies Corp.	1	615000	615000	12.18	1	615000	615000	12.18	NIL
(e) Banks/ FI	0	0	0	0	0	0	0	0	
(f) Any Other....	0	0	0	0	0	0	0	0	

SENTHIL INFOTEK LIMITED

Sub-total (A) (1):-	6	2490000	2490000	49.31	6	2490000	2490000	49.31	NIL
(2) Foreign	0	0	0	0	0	0	0	0	
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	
(b) Other – Individuals	0	0	0	0	0	0	0	0	
(c) Bodies Corp.	0	0	0	0	0	0	0	0	
(d) Banks / FI	0	0	0	0	0	0	0	0	
(e) Any Other....	0	0	0	0	0	0	0	0	
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	6	2490000	2490000	49.31	6	2490000	2490000	49.31	NIL
B. Public Shareholding	0	0	0	0	0	0	0	0	
1. Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	
(b) Banks/FI	0	0	0	0	0	0	0	0	
(c) Central Govt	0	0	0	0	0	0	0	0	
(d) State Govt(s)	0	0	0	0	0	0	0	0	
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	
(f) Insurance Companies	0	0	0	0	0	0	0	0	
(g) FIs	0	0	0	0	0	0	0	0	
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	
(i) Others (specify)	0	0	0	0	0	0	0	0	
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	

SENTHIL INFOTEK LIMITED

2. Non Institutions	23	46344	42444	0.92	20	41246	37346	0.82	(0.1)
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	
ii) Overseas	0	0	0	0	0	0	0	0	
b) Individuals	0	0	0	0	0	0	0	0	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1287	1241637	154827	24.59	1307	1246801	169001	24.69	0.10
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	32	1271969	81669	25.19	32	1271953	81653	25.19	NIL
c) Others (specify) -Clearing Members	1	50	50	0.00	0	0	0	0	
Sub-total (B)(2):-	1343	2560000	278990	50.69	1359	2560000	288000	50.69	NIL
Total Public Shareholding (B)=(B)(1)+(B)(2)	1343	2560000	278990	50.69	1359	2560000	288000	50.69	NIL
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand total (A+B+C)	1349	5050000	2768990	100	1365	5050000	2778000	100	NIL

SENTHIL INFOTEK LIMITED

(ii) Shareholding of Promoters

SL. NO.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares pledged /encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Pitchandi Chellamani	13,26,800	26.27	0	13,26,800	26.27	0	Nil
2	Seetha Lakshmi Pichandi	2,98,200	5.90	0	2,98,200	5.90	0	Nil
3	Cementeel Construction Pvt Ltd	6,15,000	12.18	0	6,15,000	12.18	0	Nil
4	Pichandi Selvam	1,00,000	1.98	0	1,00,000	1.98	0	Nil
5	P Malliga	1,00,000	1.98	0	1,00,000	1.98	Nil	
6	P Anuradha	50,000	0.99	0	50,000	0.99	0	Nil
	Total	24,90,000	49.31		24,90,000	49.31		

(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	24,90,000	49.31	NIL	NIL

SENTHIL INFOTEK LIMITED

	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):				
	At the End of the Year			24,90,000	49.31

(iv) Changes in the Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

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
	For Each of the Top 10 Shareholders				
	At the beginning of the year	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	
	At the End of the year (or on the date of separation, if separated during the year)	Nil	Nil	Nil	

SENTHIL INFOTEK LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	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	1625000	32.17	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):				
	At the End of the year			1625000	32.17

V. INDEBTEDNESS

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

	Secured loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)				

SENTHIL INFOTEK LIMITED

Change in Indebtedness during the financial year				
•Addition				
•Reduction				
Net Change				
Indebtedness at the end of the financial year (i)Principal Amount				
ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (I + ii+ iii)				

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
		-	-	-	-	
1.	Gross salary	Nil	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Incometax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil	Nil	Nil	Nil

SENTHIL INFOTEK LIMITED

2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		-	-	-	-	
	3. Independent Directors					
	· Fee for attending board / committee meetings					
	· Commission					
	· Others, please specify					
	Total (1)					

	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					
	4. Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
	· Fee for attending board / committee meetings					
	· Commission	Nil	Nil	Nil	Nil	Nil
	· Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)					

SENTHIL INFOTEK LIMITED

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

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(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 - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SENTHIL INFOTEK LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Senthil Infotek Limited, Hyderabad the ("Company"), which comprise the Balance Sheet as at 31st March, 2015, 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 provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) order, 2015, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) Based on the Written Representation received from the directors as on 31st March 2015, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2015 from being appointed as a director in terms of Sub-section 2 of Section 164 of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations on its financial position which would impact its financial statements – Refer clause No.vii(b) of CARO,2015 ;

For P.Srinivasan & Co.,
Chartered Accountants,
Firm Registration No. 004055S

K. Ranganathan
Partner
M.No:010842

Place: Secunderabad
Date: 27/05/2015

Annexure referred to in paragraph 1 of Section Report on Other Legal and Regulatory Requirements of the Independent Auditor's Report of even date of, Senthil Infotek Limited Hyderabad on the financial statements for the year ended March 31, 2015

i. In respect of fixed assets

á) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) As explained to us, all the fixed assets have been physically verified by the Management during the year. No material discrepancies were noticed on such verification.

ii . In respect of its inventories: The Company does not have any inventories at the end of the year and hence the clause (ii) of Companies (Auditor's Report) Order, 2015 is not applicable.

iii. In respect of loans:

As informed to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.

iv . In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods & services.

v. The company has not accepted any deposits, and hence clause (v) of Companies (Auditor's Report) Order, 2015 is not applicable.

vi . According to the information and explanations given to us, maintenance of cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the company. Hence clause (vi) of Companies (Auditor's Report) Order, 2015 is not applicable.

vii. a) According to the information and explanations given to us and the records as produced and examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including Income tax, Service tax, Customs Duty and other material statutory dues during the year by the company with the appropriate authorities. As explained to us, the company did not have any dues on account of Employee's State Insurance, Sales Tax, Excise duty, Wealth tax and Investor Education and Protection Fund.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income-tax, Service tax, Customs duty and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the period they became payable.

b) According to the information and explanations given to us, there are no dues of Income tax, Sales tax and customs duty which have not been deposited with the appropriate authorities on account of dispute. As informed to us, the company did not have any dues on account of Wealth tax and excise duty.

viii. The Company does not have any accumulated losses and has not incurred cash losses in the current financial year and in the immediately preceding financial year.

SENTHIL INFOTEK LIMITED

- ix. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to its bankers and financial institutions.
- x. According to the information and explanations given to us the company has not given any guarantee for loans taken by others or banks or financial institutions. Thus paragraph 3 (x) of the order does not apply to the company for the year.
- xi. In our opinion and according to the information and explanations given to us, the company has not taken any term loans from banks and financial institutions.
- xii. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of audit.

For P.Srinivasan & Co.,
Chartered Accountants,
Firm Registration No. 004055S

K. Ranganathan
Partner
M.No:010842

Place: Secunderabad
Date: 27/05/2015

SENTHIL INFOTEK LIMITED

BALANCE SHEET AS ON 31-03-2015

(Rs.in Lakhs)

	PARTICULARS	Note No.	31 March 2015	31 March 2014
I.	<u>EQUITY AND LIABILITIES</u>			
	1. Shareholder's funds			
	(a) Share Capital	2.1	505.00	505.00
	(b) Reserves and Surplus	2.2	82.31	81.94
	(c) Money received against share warrants		0.00	0.00
	Sub-Total: Shareholder's Funds		587.31	586.94
	2. Share application money pending allotment		0.00	0.00
	3. Non- Current Liabilities		0.00	0.00
	(a) Long-Term Borrowings		0.00	0.00
	(b) Deferred Tax liabilities (Net)		0.00	0.00
	(c) Other Long term liabilities		0.00	0.00
	(d) Long Term Provisions		0.00	0.00
	Sub-Total: Non Current Liabilities		0.00	0.00
	4. Current Liabilities		0.00	0.00
	(a) Short Term Borrowings		0.00	0.00
	(b) Trade Payables		0.00	0.00
	(c) Other Current Liabilities		0.00	0.00
	(d) Short Term Provisions	2.4	0.40	1.40
	Sub-Total: Current Liabilities		0.40	1.40
	TOTAL EQUITY AND LIABILITIES		587.71	588.33
II	<u>ASSETS</u>		0.00	0.00
	1. Non-current assets		0.00	0.00
	(a) Fixed Assets		0.00	0.00
	(i) Tangible Assets	2.5	221.57	160.57
	(ii) Intangible Assets		0.00	0.00
	(iii) Capital work-in-progress		0.00	0.00
	(iv) Intangible assets under development		0.00	0.00
	(b) Non-current investments		0.00	0.00
	(c) Long-Term Loans and Advances	2.6	188.22	249.22
	(d) Other Non-Current Assets	2.7	11.14	12.04
	Sub-Total: Non Current Assets		420.93	421.83
	2. Current assets		0.00	0.00
	(a) Inventories		0.00	0.00
	(b) Trade Receivables	2.8	33.24	26.82
	(c) Cash and Cash Equivalents	2.9	0.16	0.26
	(d) Short-Term Loans and Advances	2.10	133.38	139.43
	(e) Other Current Assets		0.00	0.00
	Sub-Total : Current Assets		166.78	166.50
	TOTAL ASSETS		587.71	588.33
	Summary of the Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements

As per our report of even date
For P. Srinivasan & Co.,
Chartered Accountants
Firm Regn. No. 004055S

Sd/-
K. Ranganathan
Partner
Membership No.10842

Place: Secunderabad
Date : 27.05.2015

For and on behalf of the board

For SENTHIL INFOTEK LIMITED

Sd/-
C. Pitchandi
Managing Director

Sd/-
P. Seetha Lakshmi
Director

SENTHIL INFOTEK LIMITED

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31-03-2015

Particulars		Note No.	31 March 2015	31 March 2014
I	Revenue from operations	2.11	8.07	10.30
II	Other Income	2.12	0.00	0.17
III	Total Revenue (I + II)		8.07	10.47
IV	Expenses		0.00	0.00
	Employee Benefits Expense	2.13	3.00	0.85
	Depreciation and Amortization Expenses		0.00	0.00
	Finance Costs	2.14	0.00	0.03
	Other Expenses	2.15	4.52	9.01
	Total Expenses		7.52	9.88
V	Profit before exceptional and extraordinary items and tax (III-IV)		0.55	0.59
VI	Exceptional Items		0.00	0.00
VII.	Profit before extraordinary items and tax (V-VI)		0.55	0.59
VIII	Extraordinary items		0.00	0.00
IX	Profit before tax (VII-VIII)		0.55	0.59
X	Tax expense:		0.00	0.00
	(1) Current tax		0.18	0.18
	(2) Deferred tax (Asset)/Liability		0.00	0.00
	(3) MAT Credit Entitlement		0.00	0.00
	Total Of Tax Expenses		0.18	0.18
XI	Profit/(Loss) for the period (IX- X)		0.37	0.41
XII	Earnings per equity share:			
	(1) Basic		0.00	0.00
	(2) Diluted		0.00	0.00
	Summary of the Signifiacnt Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements				

As per our report of even date
For P. Srinivasan & Co.,
Chartered Accountants
Firm Regn. No. 004055S

Sd/-
K. Ranganathan
Partner
Membership No.10842

Place: Secunderabad
Date : 27.05.2015

For and on behalf of the board

For SENTHIL INFOTEK LIMITED

Sd/-
C. Pitchandi
Managing Director

Sd/-
P. Seetha Lakshmi
Director

SENTHIL INFOTEK LIMITED

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

Particulars	31 March 2015	31 March 2014
A.CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	0.55	0.59
Less:Interest Received	0.00	0.17
Less:Income Tax Paid/Payable	0.18	0.18
Operating Profit before Working Capital Changes	0.37	0.23
Working Capital changes		
Decrease/(Increase) in Other Current Assets	0.53	7.81
Decrease/(Increase) in other Current Liabilities	-1.00	0.50
Decrease/Increase in loans and advances	61.00	0.00
Net Working Capital Changes	60.53	-7.31
Net Cash flow from operating activities	60.90	-7.07
B.CASH FLOW FROM INVESTING ACTIVITIES		
Interest Received	0.00	0.17
Purchase of Fixed Assets	-61	0
Net Cash used in Investing Activities	-61.00	0.17
C.CASH FLOW FROM FINANCING ACTIVITIES		
	0	0
NET INCREASE IN CASH AND CASH EQUIVALENTS	-0.10	-6.90
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	0.26	7.16
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	0.16	0.26

As per our report of even date
For P. Srinivasan & Co.,
Chartered Accountants
Firm Regn. No. 004055S

Sd/-
K. Ranganathan
Partner
Membership No.10842

Place: Secunderabad
Date : 27.05.2015

For and on behalf of the board

For SENTHIL INFOTEK LIMITED

Sd/-
C. Pitchandi
Managing Director

Sd/-
P. Seetha Lakshmi
Director

1. Significant Accounting Policies

a. ACCOUNTING ASSUMPTIONS: The financial statements of Senthil Infotek Limited have been prepared and presented in accordance with Indian Generally Accepted Accounting Principle (GAAP) under the historical cost convention on the accrual basis. GAAP comprises accounting Standards notified by the central Government of India under section 2 (2) of the companies Act, 2013, other pronouncements of Institute of Chartered Accountants of India, and the provisions of companies Act.

The Company has prepared these financial Statements as per the format prescribed by Revised Schedule VI to the companies Act 1956 issued by Ministry of Corporate Affairs.

Previous year figures have been regrouped, recast and reclassified wherever necessary to confirm with those of the current year.

b. FIXED ASSETS: Fixed Assets are accounted at cost of acquisition exclusive of CENVAT and inclusive of freight inward, taxes, incidentals related to acquisition and financial cost till commencement of commercial production.

c. DEPRECIATION: Depreciation has not been provided for this year as the operations were negligible.

d. INCOME TAX EXPENSES:

Income tax expense comprises current tax and deferred tax charge or credit.

Current Tax

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the company.

Deferred Tax – Not Applicable

SENTHIL INFOTEK LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

Particulars	31 March 2015	31 March 2014
NOTE 2.1: SHARE CAPITAL :		
Authorised Share Capital		
6000000 Equity Shares of Rs.10/- each	600.00	650.00
(Previous Year 6000000 Equity Shares of Rs.10/- each)		
Total	600.00	650.00
Issued, Subscribed and Paid-up-Capital		
5050000 Equity Shares of Rs. 10/- each	505.00	505.00
(Previous Year 5050000 Equity Shares of Rs. 10/-)		
Total	505.00	505.00

The reconciliation is set below :

	No.of shares	Amount Rs.	No.of shares	Amount Rs.
Equity Shares at the beginning of the year	5050000	505.00	5050000	505.00
Add: Shares issued during the year	0	0.00	-	0.00
Equity Shares at the end of the year	5050000	505.00	5050000	505.00

The Company has only one class of equity shares having par value of Rs.10 per share.Each holder of Equity shares is entitled to one vote per share

The details of share holders holding more than 5%

Name of the Shareholder	No. of Shares held	% of holding	No. of Shares held	% of holding
C Pitchandi	1326800	26.27%	1326800	26.27%
P.Seetha Lakshmi	298200	5.90%	298200	5.90%
Cementeel Constructions Private Limited	615000	12.18%	615000	12.18%
Total	2240000	44.36%	2240000	44.36%

SENTHIL INFOTEK LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

Particulars	31 March 2015	31 March 2014
NOTE 2.2 : RESERVES AND SURPLUS :		
Profit & Loss Account		
Balance as per the Last Financial Statement	81.94	81.53
Add: Profit /(Loss) for the year	0.37	0.41
TOTAL	82.31	81.94
NOTE 2.3: SHORT TERM PROVISIONS		
Provision for Income tax	0.18	1.08
Electricity	0.00	0.04
Advertisement	0.00	0.03
Audit Fees Payable	0.22	0.25
TOTAL	0.40	1.40
NOTE 2.4 OTHER CURRENT LIABILITIES		
Other liabilities	0.00	0.00
TOTAL	0.00	0.00

2.5 FIXED ASSETS (TANGIBLE)

Particulars	Land	Office Equipment	Furniture & Fixtures	Total
Cost or Valuation				
At 1st April 2013	148.00	5.97	6.60	160.57
Additions	0.00	0.00	0.00	0.00
Disposals	0.00	0.00	0.00	0.00
At 31 st March 2014	148.00	5.97	6.60	160.57
Additions	61.00	0.00	0.00	61.00
Disposals	0.00	0.00	0.00	0.00
At 31 st March 2015	209.00	5.97	6.60	221.57
Depreciation				
At 1st April 2013	0.00	0.00	0.00	0.00
Charge for the year	0.00	0.00	0.00	0.00
At 31 st March 2014	0.00	0.00	0.00	0.00
Charge for the year	0.00	0.00	0.00	0.00
At 31 st March 2015	0.00	0.00	0.00	0.00
Net Block As At 31.03.2015	209.00	5.97	6.60	221.57
Net Block As At 31.03.2014	148.00	5.97	6.60	160.57

SENTHIL INFOTEK LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

NOTE 2.6 LONG TERM LOANS AND ADVANCES

PARTICULARS	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Non-Current Portion		Current Maturities	
CAPITAL ADVANCES				
Advance for Expenses	188.22	249.22	0.00	0.00
OTHER LOANS AND ADVANCES				
Advance for Expenses	0.00	0.00	0.00	0.00
TOTAL	188.22	249.22	0.00	0.00

NOTE 2.7 OTHER NON- CURRENT ASSETS

PARTICULARS	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Non-Current		Current	
Mscellaneous expenditure	10.89	10.89	0	0
TDS Receivable	0.25	1.15	0	0
TOTAL	11.14	12.04	0.00	0.00

NOTE 2.8 : TRADE RECEIVABLES

	31 March 2015	31 March 2014
Trade Receivables for a period less than six months Unsecured and considered good	33.24	26.82
TOTAL	33.24	26.82

NOTE 2.9 CASH AND CASH EQUIVALENTS

PARTICULARS	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Non-Current		Current	
Cash in Hand	0.00	0.00	0.01	0.10
Cash At Banks	0.00	0.00	0.16	0.15
Deposits With Banks	0.00	0.00	0.00	0.00
TOTAL	0.00	0.00	0.16	0.26

SENTHIL INFOTEK LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

NOTE 2.10 SHORT TERM LOANS AND ADVANCES

PARTICULARS	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Non-Current		Current	
Advances to others	0.00	0.00	133.38	139.43
	0.00	0.00	133.38	139.43

Particulars	31 March 2015	31 March 2014
NOTE 2.11 : REVENUE FROM OPERATIONS :		
Operating Income	8.07	10.30
TOTAL	8.07	10.30
NOTE 2.12: OTHER INCOME		
Interest Income	-	0.16
Others	-	0.01
TOTAL	-	0.17
NOTE 2.13 : EMPLOYEE BENEFIT EXPENSES :		
Salaries	3.00	0.85
TOTAL	3.00	0.85
NOTE 2.14 : FINANCE COSTS :		
Interest		
Bank Charges	0.00	0.03
TOTAL	0.00	0.03

SENTHIL INFOTEK LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

Particulars	31 March 2015	31 March 2014
NOTE 2.15 : OTHER EXPENSES :		
Travelling & Conveyance	.30	.40
Books & Periodicals	.02	.01
Site Expenses		5.75
Listing Fees/BSE Payments	.35	.64
Audit Fee	.20	.25
Professional Charges	.10	.28
Advertisement & Publicity	.07	.23
Registrar Expenses	.69	.30
Electricity	.04	.22
Printing & Stationery	.10	.10
Vehicle Maintenance	.60	.31
others	.24	
Telephone Charges	.21	.08
Postage and courier charges		.02
Repairs		.03
ROC Filing Fees	.14	.11
General Expenses & Others	1.47	.29
TOTAL	4.52	9.01

As per our report of even date
For P. Srinivasan & Co.,
Chartered Accountants
Firm Regn. No. 004055S

Sd/-
K. Ranganathan
Partner
Membership No.10842

Place: Secunderabad
Date : 27.05.2015

For and on behalf of the board
For SENTHIL INFOTEK LIMITED

Sd/-
C. Pitchandi
Managing Director

Sd/-
P. Seetha Lakshmi
Director

SENTHIL INFOTEK LIMITED

FORM NO. MGT-11
PROXY FORM

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

CIN L72200TG1997PLC026943

Name of the Company: SenthilInfotek Limited

Registered Office:157,Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad -500026

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No/ Client ID:

DP ID:

I / We, being the member(s) of shares of the above named Company, hereby appoint

1. Name: Address:

.....

E-mail ID: Signature:

.....

2. Name: Address:

.....

E-mail ID: Signature:

.....

3. Name: Address:

.....

E-mail ID: Signature:

.....

As my our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the Annual General Meeting of the Company, to be held on the 29thSeptember, 2015 at 04.00 P.M. at 157,Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad -500026and at any adjournment thereof in respect of such resolution(s) as are indicated below

SENTHIL INFOTEK LIMITED

S. No.	Resolution	For	Against
Ordinary Business			
1.	Consider and adopt audited financial statements, Reports of Directors and Auditors		
2.	Re-appointment of ShriChellamaniPitchandi, who retires by rotation		
3.	Re-appointment of Shri. SenrajMuthiahSennavanadi, who retires by rotation		
4.	Appointment of Auditors and fixing their remuneration		
Special Business			
5.	Appointment of ShriSreehariAnkem as an Independent Director for five years u/s 149 of the Act		
6.	Appointment of Smt D. Sarada as an Independent Director for five years u/s 149 of the Act		

Signed this day of 2015

Signature of the Shareholder(s)

Signature of Proxy (s).....

Affix Revenue Stamp

Note: The 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.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
(Annual General Meeting – 29th September, 2015)

I hereby record my presence at the Annual General Meeting of the Company held on **29th September, 2015** at 4.00 p.m at 157,Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad -500026
Full name of the member (In BLOCK LETTERS)

Folio No. DP ID No. Client ID No.....

Full name of Proxy (In BLOCK LETTERS):

Member/ Proxy(s) Signature:

.....

PRINTER MATTER
BOOK - POST

If undelivered please return to :

SENTHIL INFOTEK LIMITED

157, Dhanalakshmi Society, Mahendra Hills,
East Marredpally, Secunderabad - 500 026.



Date:

FORM A

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

1	Name of the Company	SENTHIL INFOTEK LIMITED
2	Annual Financial Statements for the year ended	31 ST MARCH, 2015
3	Type of Audit Observation	NIL
4	Frequency of Observation	N.A.

for SENTHIL INFOTEK LIMITED,

Managing Director

Director.



for P. SRINIVASAN & CO.,
Chartered Accountants.
F.R.NO.004055 S

K. Ranganathan,
Partner,
Membership No: 10842




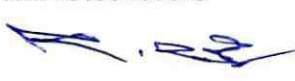


Date:

FORM B

(Clause 31(a) of the Listing Agreement)

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company	SENTHIL INFOTEK LIMITED
2	Annual Financial Statements for the year ended	31 st MARCH 2015
3	Type of Audit Observation	NIL
4	Frequency of Observation	N.A.
5	Draw Attention to relevant notes in the annual financial statement and management response to the qualification in the directors report.	N.A.
6	Additional comments from the board/Audit committee Chairman	NIL
7	To be signed by	
	<ul style="list-style-type: none">CEO/Managing Director	 C. PITCHANDI
	<ul style="list-style-type: none">CFO	The Company does not have CFO
	<ul style="list-style-type: none">Audit Committee Chairman	 D. SUREKHA
	<ul style="list-style-type: none">Auditor of the Company	for P.SRINIVASAN & CO., Chartered Accountants. F.R.NO.004055 S  K. RANGANATHAN, Partner. Membership No:10842

