# 20th Annual Report 2013-14



An Enterprise Solutions Company www.niharinfo.com

## **INDEX**

Contents	Page No.
Notice	3
Directors' Report	6
Brief resume of the Director of the Company seeking Appointment	9
Report on Corporate Governance	10
Management Discussion and Analysis	17
Certificate on Corporate Governance	18
Auditors' Report	20
Balance Sheet	24
Profit & Loss Account	25
Notes to the Balance Sheet and P & L A/c	26
Notes on Accounts and Significant Accounting Policies	33
Cash Flow	37
E-voting Instructions	38
Proxy Form	41
Attendance Slip	43



#### **BOARD OF DIRECTORS**

- 1. BSN Suryanarayana
- 2. B. Divyesh Nihar
- 3. J. Sundara Sekhar (Retd. I.A.S.)
- 4. Jagadeeswara Rao Reddi

Managing Director Whole time Director Independent Director Independent Director

#### **REGISTERED OFFICE**

Nihar House, Plot No. 34 Ganesh Nagar, West Marredpally Secunderabad-500026

#### **BANKERS**

Axis Bank West Marredpally Secunderabad-26



#### **AUDITORS**

M/s C. Ramachandram & Co. Chartered Accountants Lingapur LA Builde Complex, Himayat Nagar, Hyderabad-500029

## SHARE TRANSFER AGENT

Aarthi Consultants Pvt. Limited 1-2-285, Domulguda Hyderabad-500029



## Notice of the 20th Annual General Meeting

Notice is hereby given that the 20th Annual General Meeting of Nihar Info Global Limited will be held on 30th September 2014 on Tuesday at Hotel Pearl Regency, 11-5-431, Red Hills, near Lakdi ka Pool bridge, Hyderabad- 500004 at 11.00 A.M. to transact the following business:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
- 2. To appoint Mr. J Sundara Sekhar as an Independent Director in place of Mr. P J Sudhakar who wishes to resign and expresses his willingness to discontinue his services from the Board. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. J Sundara Sekhar who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of five years with effect from ensuing General Meeting."

"RESOLVED THAT resignation of Mr. P J Sudhakar as Director, from the Board of Directors of the Company, be and is hereby accepted with effect from 30<sup>th</sup> September 2014.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Mr. BSN Suryanarayana, Managing Director of the Company be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, Andhra Pradesh."

 To appoint Auditors to hold office from the conclusion of this Annual General Meeting on such remuneration as may be decided by the Board of Directors. M/s C. Ramachandram & Co., Chartered Accountants, retiring auditors of the company, being eligible, offer themselves for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, as may be applicable, M/s C. Ramachandram & Co., Chartered Accountants (Firm Registration No. 002864S) retiring Auditors of the Company, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors or any Committee thereof."

By the Board of Director

(Sd/-)

BSN Suryanarayana (Managing Director)

Place: Secunderabad Date: 28.08.2014



#### Notes:

- A member of the company entitled to attend and vote at the meeting is entitled to appoint a
  proxy to attend and vote instead of himself and the proxy need not be a member of the
  company. However, the proxy form, in order to be effective, must be deposited at the
  registered office of the company not less than 48 hours before the commencement of the
  meeting.
- 2) As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights nay appoint a single person as a proxy for any other person or shareholder.
- 3) The Register of Members and Share transfer Books will be closed from 23<sup>rd</sup> September 2014 to 30<sup>th</sup> September 2014. **(Both Dates Inclusive).**
- 4) The Members are requested to notify any change in their addresses, email address to the Company's Registrar and Share transfer agents, Aarthi Consultants Private Limited,1-2-285, Domulguda, Hyderabad-500029.
- Members/Proxies are requested to bring Annual Reports along with the attendance slips filled in for attending the meeting.
- 6) Members who hold shares in the dematerialised form, are requested to bring their depository account number for identification at the time of their Annual General Meeting.
- 7) A brief resume of the Directors of Company, seeking appointment/ re- appointment at this Annual General Meeting is given as part of this notice.
- 8) A statement setting out the material facts in respect of resolutions set out under "Special Businesses" of the Notice pursuant to Sub section 1 of Section 102 of the Companies Act 2013 is annexed hereto.
- 9) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are requested to submit their PAN details to M/s Aarthi Consultants Pvt. Ltd., the share transfer agents of the Company.
- 10) Pursuant to Section 101 and section 136 of the Companies Act, 2013 read with rules made thereunder, copies of Annual Report 2013-2014, Notice of the 20th AGM and instructions for evoting along with the Attendance slip and the proxy form are being sent by the electronic mode only to all the shareholders whose email addresses are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2013-2014 etc. are being sent by the permitted mode. Members holding shares in physical form can send their email address for registration to info@aarthiconsultants.com quoting the Folio number and Name of the Company.
- 11) The Annual Report duly circulated to the members of the Company, is available on the Company's website at www.niharinfo.com



12) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Aarthi Consultants Pvt. Ltd., on all resolutions set forth in this notice. The Members whose name appears in the register of Members as on 1st September 2014, are entitled to vote on the Resolutions set forth in this Notice.

The Company has entered into an agreement with M/s. Central Depository Services(India) Limited and Aarthi Consultants Pvt. Ltd. for facilitating e-voting for AGM.

The complete details of the instructions for e-voting is annexed hereto.

#### For Nihar Info Global Limited

(Sd/-)

Place : Secunderabad BSN Suryanarayana
Date : 28.08.2014 (Managing Director)



#### DIRECTORS' REPORT

To.

#### The Members

Your Directors are pleased to present the 20th Annual Report on the business and operations of the Company together with the Statement of Accounts for the financial year ended 31st March, 2014.

#### **Financial Results**

Your Company's results for the year in comparison with the previous year are given below in a summarized form :

#### (Rs. In Lakhs)

,		
Particulars	Current Year ended	Previous year ended
	31st March 2014	31st March 2013
Gross Revenue	52.00	19.39
Profit before interest, depreciation & taxes	2.18	(131.68)
Interest	0.11	0.23
Depreciation & Amortization	0.34	0.28
Profit /Loss After Tax	1.73	(132.43)

#### Operations

The turnover of the Company for the current year is Rs. 52 lacs. The Company recorded a profit of Rs. 1.73 lacs as against a loss of Rs. 132.43 lacs during previous year.

#### Dividend

The Board of Directors do not recommend any dividend for the year.

#### **Future Outlook**

The Company is focusing on following segments.

- 1) Enterprise Solutions
- 2) e Commerce
- 3) Setting up of Franchisee Centers

#### **Enterprise Solutions:**

Nihar Info Global Ltd. is an IBM Premier Partner and it has got capabilities in IBM FileNet, IBM Lotus Notes, IBM Tivoli Storage Manager. Nihar has also partnered with all the major Distributors such as Ingram Micro, Redington and Avnet for supply of various Hardware and Software products. We are in the process of becoming a partner of Seclore (It is a leading comany providing various information security solutions) for the Information Rights Management Solution. WE have added two new customers in Pharma Sector in the recent past. i.e Biological e Ltd and Sai Life Sciences Ltd. The company is focusing more on the Pharma Sector and is building expertise and skill sets for providing various solutions for the Pharma Sector. It is a known fact that Combined Andhra Pradesh ranks 4th in the Pharma Industry in the Country, whereas Maharashtra, Gujrat and West Bengal are ranked first, second and third in the Pharma Industry in the Country. The company is still having number of clients for Maintenance in Government and Private sector on technologies such as IBM FileNet, IBM Tivoli and Web Technologies.



#### E Commmerce:

It is a known fact that Nihar Infoway Limited was started in 1995, with the Sole Objective of e Commerce. As there was a .com burst across the world the company changed its business model and moved to Enterprise Solutions. The Company has recently launched www.sarasam.in, www.ecards4u.in and www.niharonline.in. This portals are getting traffic and we have plans to improve the traffic on these portals as we will be recruiting more design and content team in course of time. Simultaneously, we are also planning to launch an e Commerce portal of the company. You are aware that the India's Commerce market grew at a staggering 88% in 2013 to 16 Billion USD riding on booming online retail trends and defying slower economic growth and spiraling inflation according to a survey by industry body ASSOCHAM. As per CRISIL research report, e Commerce in India is estimated to grow at 50-55% annually for the next three years. Also globally the sector is booming and is expected to grow to 675 Billion USD by 2016.

To emphasise more on the e Commerce in the recent past, Flipkart which is valued at 6 Billion USD has offered Smartphones like Moto G, Xiaomi Mi3 at a very competitive price. Recently, it sold 20,000 devices within 2.3 seconds. It clearly speaks the strength of e Commerce in India and the scope for more players to get into the same space.

#### Franchisee Center:

Recently Nihar Info has signed a Franchise Agreement with SK Services LLP in Vizag to train on High End technologies and absorb them as employees on Nihar Info Global Ltd. Once the center becomes successful, the company will open more Franchisee Centers across the state and other parts of the Country.

#### Comprehensive Capital/ Financial Restructure Plan

The Company had gone for Scheme of Arrangement whereby equity capital was reduced and loans were converted into equity and also further issue of equity was made. The Scheme was cleared by High Court on 24th January 2014. The Company had filed the same with ROC on 28th March 2014 for giving the affect on Scheme of Arrangement. Accordingly the Company announced the record date on 24th April 2014 in fulfillment of the terms of the Scheme of Arrangement and subsequently filed the listing application with BSE and subsequently pursuing with BSE and SEBI on the same.

#### Auditors

The present Auditors of the Company M/s. C. Ramachandram & Co., Chartered Accountants, hold office until the conclusion of this Annual General Meeting and being eligible, offer themselves for reappointment. The Company has obtained confirmation, under section 139(1) of the Companies Act, 2013, confirming their eligibility and willingness to accept the office of the Statutory Auditors for the financial year 2014-15, if re-appointed. The Audit Committee and the Board of Directors of the Company recommend the appointment of M/s. C. Ramachandram & Co. as Statutory Auditors of the Company for the financial year 2014-15.

#### **Report on Corporate Governance**

We believe that the Corporate Governance is at the heart of the shareholders value creation. The Company has taken requisite steps to comply with the recommendations concerning the corporate governance. The disclosure as required under the corporate governance standards have been furnished as a part of this report separately. A certificate from the Auditors of the Company regarding compliance of clause 49 of listing agreement with Bombay Stock Exchange is attached to this Report.

#### Reply to the Auditors' Qualification

The majority of the statutory dues have been paid during the year and dues that are pending are proposed to be cleared in the current period. The Company has not provided Rs. 1,24,507 as no demands have been received from income tax deportment and the same is shown as contingent <u>liability</u>.



#### **Directors Responsibility Statement**

In terms of the provisions of section 217(2AA) of the Companies Act, your Directors confirm as under:

- In preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations and disclosures relating to material departures.
- The relevant accounting policies are applied consistently and the Directors' have made
  judgments and estimates that are reasonable and prudent so as to give a true and fair view to
  the state of affairs of the Company as on 31st March, 2014 and of the profit of the Company for
  the period.
- Proper and sufficient care has been taken in the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The annual accounts have been prepared on a going concern basis.
- The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- 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.

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

The Particulars with respect to Conservation of energy, Technology observation and Foreign exchange earnings and outgo as per Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars)Rules, 1988 are given below:

- Conservation of Energy: The operations of the Company are not energy intensive and every
  effort has been made to ensure the optimal use of energy, avoid waste and conserve energy
  by using energy efficient computers and equipment with latest technologies.
- Research and Development: No amount was spent in Research and Development during the year 2013-14.
- Technology Absorption: Your Company is constantly upgrading its technological excellence with emerging technologies.
- Foreign Exchange Earning and outgo: There was no Foreign Exchange Earnings and outgo during the year.
- Particulars of Employees pursuant to Section 217(2A): As required by the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 no employee is drawing remuneration at or above the limits mentioned therein.

#### **Board of Directors**

The Board of Directors for 2013-14 consisted of Managing Director Mr. BSN Suryanarayana, whole time Director Mr. B Divyesh Nihar, Mr. Jagdeswara Rao Reddi Independent Director and Mr. P J Sudhakar. Mr. P J Sudhakar has expessed his willingness to discontinue and Mr. J Sundara Sekhar will be appointed as the Independent Director, subject to the approval of the Shareholders.



#### **Management Discussion and Analysis Report**

The Management Discussion and Analysis Report has been attached as a part of the Annual Report.

#### **Fixed Deposits**

The Company has not raised any Fixed Deposits during the year so as to attract the provision of Section 58A of the Companies Act, 1986, read with Companies (Acceptance of deposits) rules, 1975 as amended from time to time.

#### Acknowledgement

The Directors sincerely appreciate the contributions made by all the employees associations and business partners who have contributed towards the success of the Company. The Directors are also thankful for the Company-operation, support and assistance received from the Business Partners, Banks, Investors, Customers, Central and State Government Departments, Local Authorities, Vendors, Stock Exchange and all other associated with the activities of the Company. The Directors would also like to acknowledge the continuous support of the Company shareholders.

#### For Nihar Info Global Limited

Sd/- Sd/-

Place : SecunderabadBSN SuryanarayanaB. Divyesh NiharDate : 28.08.2014(Managing Director)Whole Time Director

## Brief Resume of the Director of the Company Seeking Appointment (Pursuant to Clause 49(IV)(E) and 49(IV)(G)(i) of the Listing Agreement):

 Mr. J Sundara Sekhar, born on 9th September 1954, a retired IAS officer of the 1983 batch served Bengal West since 1985. He was appointed as Secretary cum Chief Executive Officer, West Bengal Human Rights Commission on 1st September 2013. He took voluntary retirement from the post of Secretary cum Chief Executive Officer, West Bengal Human Rights Commission. He has no relationship with any other Director and also does not hold any Board membership of any other Company as on March 31st, 2014.



#### REPORT ON CORPORATE GOVERNANCE

## 1) Company's philosophy on Code of Conduct

The Corporate Governance philosophy of your Company is to ensure fairness and in all dealings and in the functioning of the management and the Board. Corporate governance is not merely compliance and not simply a matter of creating checks and balances. It is an ongoing measure of superior delivery of Company's objects with to translate opportunity in to reality. Code of conduct is the integral part of Company's governance policy. The Company's activities are carried out in accordance with the good corporate governance practices and the Company is consistently striving to improve upon them and adopt the best practice. It is firmly believed that good governance practices would ensure efficient conduct of affairs of the Company and help the Company achieve its goal of maximizing its value for all stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a truly global software Company, while upholding the core values of transparency, integrity, honesty and accountability which are fundamentals to the Company.

#### 2) Board of Directors

The present strength of the Board of Directors of the Company consists of four members. Composition and category of Directors are as follows:

	S.No	Name	Category	Designation
	1	BSN Suryanarayana	Non Independent	Managing Director
Ī	2	B. Divyesh Nihar	Non Independent	Whole Time Director
Ī	3	Jagadeeswara Rao Reddi	Independent	Director
ĺ	4	J Sundara Sekhar	Independent	Director

None of the Directors on the Board are members in more than ten committees and they do not act as Chairman of more than five committees across all companies in which they are Directors.

#### **Board Meetings**

The meetings of the Board of Directors are held at the registered office of the Company. Four Board Meetings were held during the Financial Year 2013-14. The dates on which the said meetings were held are as follows:

- i) 29.05.2013
- ii) 14.08.2013
- iii) 14.11.2013
- iv) 14.02.2014

Details of number of meetings attended by the Directors, attendance at the last AGM and all other details are given hereunder:

#### **Details of Attendance**

Name of Directors	No. of Board Meetings	Board Meeting attended	Whether attended last AGM
BSN Suryanarayana B.	4	4	Yes
Divyesh Nihar Sudhakar	4	4	Yes
Pitta Joseph	4	0	No
Jagadeeswara Rao Reddi	4	3	No

Shareholding details of Non-executive Directors:- None of the Non-executive Directors of the Company holds any share of the Company nor has any material pecuniary relationship or transactions with the Company.



#### **Board Committees**

There are three committees viz. Audit Committee, Remuneration Committee and Share Transfer & Shareholders Grievance Committee. Details of which are given below:

#### **Audit Committee**

The Audit Committee of the Company is constituted in line with the provisions of clause 49 of the listing agreement read with the section 177 of the Companies Act, 2013.

Composition, name of members and number of meetings held during the Financial Year 2013-14 are as follows:

Name of Directors	3 ,		/leetings /ear 2013-14	
		Held	Attended	
BSN Suryanarayana	Non-independent, Executive	04	04	
Jagadeeshwara Rao Reddi	Independent, Non Executive	04	02	
Sudhakar Pitta Joseph	Independent, Non Executive	04	00	

Mr. Jagadeeswara Rao Reddi is the Chairman of the Audit Committee. The Company Secretary acts as a secretary to the committee. The necessary quorum was present in all the meeting during the year. The meetings are usually held at the Registered office of the Company and Manager-Finance and representatives of Statutory Auditors are invited to the meetings.

#### Terms of Reference

The terms of reference for the Audit Committee are broadly as follows:

Reviewing the periodical and the Annual Financial Statements before their submission to the Board of Directors, focusing primarily on:

- Any change in the accounting policies and the practice
- Qualification in draft audit report
- The going concern concept
- Compliance with accounting standard
- Compliance with the requirement of Stock Exchanges and legal requirements concerning financial statements
- Recommend to the Board the appointment and removal of Statutory Auditors, fixation of audit fees and also approve payment for any other service
- Reviewing related party transactions.
- Reviewing of Company's financial and risk management policies.
- The Audit Committee can seek information from any employee and can obtain from outside any legal or other professional advice.
- Review the adequacy of internal audit function, including the structure of internal audit department, reporting structure and frequency of internal audit. The Audit Committee also reviews the findings of any internal investigations by the internal control systems of a material nature and report the matter to the Board.

The Chairman of the Committee would attend the Annual General Meeting of the Company to provide any clarification on matters relating to the queries raised by the members of the Company.



#### **Remuneration Committee**

The members of the Compensation Committee of the Board of Directors of the Company are Mr. Jagadeeswara Rao Reddi, Mr. Sudhakar Pitta Joseph. As there were no changes in the remuneration of the Directors in the said year hence there was no requirement of Committee Meeting.

Mr. Jagadeeswara Rao Reddi is the Chairman of the Compensation Committee.

#### Terms of Reference

The terms of reference for the Audit Committee are broadly as follows:

Reviewing the periodical and the Annual Financial Statements before their submission to the Board of Directors, focusing primarily on:

- Any change in the accounting policies and the practice
- Qualification in draft audit report
- The going concern concept
- Compliance with accounting standard
- Compliance with the requirement of Stock Exchanges and legal requirements concerning financial statements
- Recommend to the Board the appointment and removal of Statutory Auditors, fixation of audit fees and also approve payment for any other service
- Reviewing related party transactions.
- Reviewing of Company's financial and risk management policies.
- The Audit Committee can seek information from any employee and can obtain from outside any legal or other professional advice.
- Review the adequacy of internal audit function, including the structure of internal audit department, reporting structure and frequency of internal audit. The Audit Committee also reviews the findings of any internal investigations by the internal control systems of a material nature and report the matter to the Board.

The Chairman of the Committee would attend the Annual General Meeting of the Company to provide any clarification on matters relating to the queries raised by the members of the Company.

#### **Remuneration Committee**

The members of the Compensation Committee of the Board of Directors of the Company are Mr. Jagadeeswara Rao Reddi, Mr. Sudhakar Pitta Joseph. As there were no changes in the remuneration of the Directors in the said year hence there was no requirement of Committee Meeting.

Mr. Jagadeeswara Rao Reddi is the Chairman of the Compensation Committee.

#### Terms of Reference

The terms of reference of the Remuneration Committee are:

- To review and approve/recommend the remuneration for the Corporate Officers and Managing Directors of the Company
- To review and recommend to the Board the remuneration policy for the Company.
- To approve grant of stock options to the employees and/or Directors of the Company and Subsidiary.

To discharge such other functions or exercise such powers as may be delegated to the committee by the Board from time to time.

#### Share Transfers and Shareholders Grievance Committee

Mr. B.Divyesh Nihar, Mr. Jagadeeswara Rao Reddi and Mr. P.J. Sudhakar are the members of the Share Transfer And Shareholders Grievance Committee.



Mr. Jagadeeswara Rao Reddi is the Chairman of the said Committee.

The Company met **06** times during the year to approve share transfers and to review matters connected with the shareholders' complaints, grievances and other related issues.

#### Terms of reference

In view of the SEBI Corporate Governance norms, which have been incorporated in the listing agreement, the Share Transfer and Shareholder Grievance Committee has been constituted to undertake the following activities:

- To review and take all necessary actions for redressal of investor's grievances, and complaints as may be required in the interest of the investors.
- To approve request for share transfers, transmission, transpositions, Rematerialisation, split and duplicate share certificates.
- To oversee the performance of the Share Transfer Agents (M/s Aarthi Consultants Private Ltd.)
  and recommend measures for overall improvement in the quality of investor's services.

#### **Remuneration and Sitting fees**

The details of remuneration and sitting fees paid or provided to each of the Directors during the year 2013-14:

Name of Director	Designation	Commission	Sitting Fees
Mr.BSN Suryanarayana	Managing Director	NIL	NIL
B.Divyesh Nihar	Whole Time Director	NIL	NIL
Jagadeeswara Rao Reddi	Director	NIL	3000
P.J. Sudhakar	Director	NIL	NIL

No other benefits, bonuses, stock options, pensions or performance-linked incentives are paid to Directors except as mentioned above.

#### **Annual General Meetings**

Details of the last three Annual General Meetings:

Number	Year	Day, Date & Time	Location
17 <sup>th</sup>	2010-11	Friday,30 <sup>th</sup> September 2011 at 3.00 P.M.	Hotel Time Square, Near Clock Tower, Secunderabad-500003
18 <sup>th</sup>	2011-12	Saturday,29 <sup>th</sup> September 2012 at 3.30 P.M.	Hotel Time Square, Near Clock Tower, Secunderabad-500003
19th	2012-13	Monday,30 <sup>th</sup> September 2013 at 11.00 AM.	Hotel Pearl Regancy, Red Hills, Lakdikapool, Hyderabad-500004

No business was transacted through postal ballot at the last three AGMs.

#### **DISCLOSURES:**

## A. Disclosures on Materially Significant Related Party Transactions

There were no materially significant related party transactions compared to the business volume of the Company during the year conflicting with the interest of the Company.

B. As per the Internal Code of Conduct the employees have been given access to the Audit Committee.



#### C. Code of Conduct:

The Company has framed the Code of Conduct for Directors and Senior Management. The Code of Conduct is applicable to all Directors and Senior Management of the Company. All the members of the Board and Senior Management of the Company have affirmed compliance with their respective Codes of Conducts for the financial year ended 31st March, 2014.

#### D. Whistle Blower Policy:

As per internal code of conduct the employees have been given access to the Audit Committee.

#### E. CEO Certification:

The Managing Director (CEO) has certified and submitted a certificate on the financial results and other compliance of statutory requirements to the Board in accordance with Clause 49(V) of the Listing Agreement pertaining to CEO certification for the financial year ended 31st March, 2014.

## F. Details of Compliances with Mandatory Requirements and Adoption of the non-Mandatory Requirements:

The Company has complied with all the mandatory requirements of Clause 49 and is in the process of implementation of Non-Mandatory requirements.

#### Means of Communication

The Quarterly, Half Yearly and Annual Financial Results of the Company have been furnished to the Stock Exchange where the shares have been listed as per the listing agreement and are also published in 'Business Standard' (An English daily) and in 'Andhra Prabha' (vernacular Telugu daily). It is also displayed on the Company's website, www.niharinfo.com. In addition to these, our Company's information can be found in the official website of the Bombay Stock Exchange, i.e. www.bseindia.com

#### GENERAL SHAREHOLDERS INFORMATION

#### (a) Annual General Meeting

Date: 30th September, 2014

Day : Tuesday Time : 11.00 A.M.

Venue: Hotel Pearl Regancy, Red Hills, Lakdikapool, Hyderabad-500004

(b) Financial Year : 01.04.2013 to 31.03.2014

 1st Quarter Results
 :
 14th Aug 2013

 2nd Quarter Results
 :
 14th Nov 2013

 3rd Quarter Results
 :
 14th Feb 2014

 4th Quarter Results
 :
 14th May 2014

(c) Date of Book Closure : From 23rd September 2014 to 30th September 2014

(both days are inclusive)

(d) Listing on Stock Exchange : Bombay Stock Exchange (BSE)

(e) Stock code : 531083 at BSE | ISIN in NSDL and CDSL : INF876F01025

(f) Electronic connectivity : National Securities & Depository Services Limited.

Trade World, Kamala Mills Compound,

Senapati Bapat Marg, Lower Parel, Mumbai-400 013

: Central Depository Services (India) Limited,

Phiroze Jeejeebhoy Towers,28th floor,

Dalal Street, Mumbai-400 023



(g) Registrars & Share Transfer Agents: Aarthi Consultants Private Limited 1-2-285, Domulguda, Hyderabad-500 029

## (h) Share Transfer System

Equity share lodged for transfer in physical mode are normally registered within 15 days from the date of receipt. The share transfer agent is handling all the share transfer and related transactions.

## (i) Stock Market Data

S.No.	Month	High (Rs.)	Low(Rs.)
1.	April13	0.72	0.46
2.	May13	0.49	0.39
3.	June13	0.40	0.39
4.	July13	0.38	0.32
5.	August 13	0.37	0.34
6.	September 13	0.40	0.38
7.	October 13	0.39	0.35
8.	November 13	0.36	0.30
9.	December 13	0.31	0.27
10.	January 14	0.32	0.30
11.	February 14	0.35	0.33
12.	March 14	0.50	0.36

## (j) Shareholding Pattern as on 31st March 2014

Category	No. of Shares	%of Shareholding
Promoters	285435	4.61%
NRI/ OCB	19938	0.32%
FII/ Banks	NIL	NIL
Mutual Funds UTI	NIL	NIL
Foreign Institutional Investors	NIL	NIL
Body Corporate	721169	11.67
Indian Public	5180859	83.72%
Total	6188467	100.00%



#### **CERTIFICATION**

To The Board of Directors, Nihar Info Global Limited,

I, the undersigned, in my capacity as the Finance Incharge of Nihar Info Global Limited. ("The Company"), to the best of my knowledge and belief certify that:

- I have reviewed the Financial Statements and the Cash Flow Statements for the Year ended 31st March, 2014 and based on our knowledge and belief:
  - These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading:
  - b. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable Laws and Regulations.
- I further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violating the Company's Code of Conduct.
- 3. I am responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the Financial Reporting of the Company and have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps we have taken or propose to take rectify these deficiencies.
- I have indicated, based on my most recent valuation, wherever applicable, to the Auditors and Audit Committee;
  - a. Significant changes, if any, in internal control over financial reporting during the year.
  - Significant changes, if any, in Accounting Policies made during the year and that the same have been disclosed in the notes to the financial statements; and
- c. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the Management or an Employee having a significant role in the Company's internal control system over financial reporting.

#### For Nihar Info Global Limited

Place: Secunderabad (Sd/-)
Date: 28.08.2014 Md. Bilal

#### DECLARATION BY THE MANAGING DIRECTOR

I, BSN Suryanarayana, Managing Director, hereby declare that the Company has received the declarations from all the Board Members and Senior Management Personnel affirming compliance with code of conduct for the year 2013-14.

(Sd/-)

PlaceSecunderabadBSN SuryanarayanaDate28.08.2014Managing Director



#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company operates in the areas like Software designing and development, ECM Solution, Customized Application Development. Customized ERP solutions, E-Governance and .IN domain Registration. The Company has developed marketing strategies to sell our various software products to domestic customers.

#### **Opportunities**

The IDC report says "The India market will continue to grow and investments will be made across the market from enterprise applications to infrastructure management with security and business intelligence (BI) as the fastest-growing categories. The rebounding market is opening up new opportunities for growth in the near future. India has just tapped a small percentage of the world's IT market. So it would last long, if we continue to maintain our standards and aggressively market our capabilities.

#### Threats, Risks and Concerns

#### **Competitive Pressures**

IT is one sector that is spreading its wing fast throughout the world and India is becoming a preferred destination for global IT players. As a result the competitive pressure is intensifying. The Company has to operate in this competitive scenario and acquire a grip in the market to hold its foot firmly and upkeep the brand name.

#### **Talent Supply Constraint**

Talent is sought by both the IT as well as the manufacturing sector. This increases the cost of talent. The Company has to ensure that it acquires good talent and retains it in order to constitute its major competitive edge. The Company maintains excellent work environment and competitive package for this purpose.

## **Technology Obsolescence**

These are the days when technology takes no time to become obsolete. Thus to be at par with its competitors the Company has to ensure that it constantly updates and upgrades its technology.

#### **Government Policies**

As and when there is a change in the Government there might be a change in its policies too. Any adverse changes in its policies may affect the business operations of the Company.

#### Downturn Industries being served

Any downturn in the industry being served could have an impact on the Company's business.

#### Company's Outlook

The Company has a positive outlook for the coming years and endeavors to achieve a steady business performance in the coming years. We anticipate higher percentage of gross profits from the new projects that we undertake during the coming years.

#### **Internal Control System**

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

#### **Financial Performance**

The information under this head is given in the Directors' Report.

#### **Human Resources**

The management continues to lay emphasis on identifying and developing talent of human resources with a view to retain them and impart further training to those capable of handling



additional responsibilities. This works to increase employee satisfaction and within the organization, by providing employees with fresh challenges, developing people and harnessing their ideas is the high priority for the company.

### **Risk Management**

Your Company has a system based approach to business risk management backed by strong internal control system, the current risk management framework is a combination of centrally issued policies and divisionally evolved procedure that brings robustness to the process of ensuring business risk and these risks are effectively addressed.

#### **Cautionary Statement**

Statement in this management discussion and analysis report describing the company's objectives, predictions, estimates and expectations may constitute "forward looking statement" according to the applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

C.Ramchandram & Co. Chartered Accountants 3-6-237, Unit # 606, Lingapur house, Himayat Nagar, Hyderabad, Ph 23223787

## PRACTICING COMPANY SECRETARY'S CERTIFICATE ON COPORATE GOVERNANCE

To The Members Nihar Info Global Ltd.,

I have examined the compliance of Corporate Governance by Nihar Info Global Ltd., (the "company") for the financial year ended on 31st March 2014, as stipulated in clause 49 of the Listing Agreement of the said company with the concerned Stock Exchange.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedure and implementation thereof, adopted by the company for ensuring compliance with the condition of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and to the explanation given to me and based on the representations made by the Directors and the Management I certify that the Compnay has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the efficiency or effective with which the management the affairs of the company.

#### For Nikita Agarwal & Associates

Place: Gorakhpur Date: 13th August 2014 Sd/-Nikita Agarwal Practicing Company Secretary C.P. No: 9907



#### AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

Τo

The Members, Nihar Info Global Limited

We have examined the compliance of conditions of corporate governance Nihar Info Global Limited for the year ended 31st March 2014, as stipulated in clause 49 of the Listing Agreement of the company with Stock Exchanges.

The compliance of the conditions of the Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor expression of the opinion on the financial statements of the company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We state that no investor grievances were pending for a period exceeding one month against the company as per the records maintained by the company.

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

Place: Hyderabad Date: 28.08.2014 For C. Ramachandram & Co. Chartered Accountants `Firm Reg. No. 0028645

(Sd/-)
C. Ramchandram & Co.
Partner
Membership No.-25834
Lingapur house
Hyderabad
Ph. 23223787



#### INDEPENDENT AUDITOR'S REPORT

Τo

The Members of,
M/s NIHAR INFO GLOBAL LIMITED

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of M/s NIHAR INFO GLOBAL LIMITED (the Company) which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Management is responsible for 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 Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control and an audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

#### Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



#### **Emphasis of Matter**

- (a) We draw your attention to Note 2.8 with respect to Balances under Sundry Debtors/ claims Recoverable / Loans & Advances / Sundry Creditors / Other Liabilities / investments have not been confirmed by the parties.
- (b) The Corporation is not providing for employee benefits defined under AS-15 "Retirement Benefits" issued by the ICAI. Refer note no. 2.6

#### Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
  - We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, 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 Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of Section 211 of Companies Act, 1956 read with the General Circular 15/2013 dated 13 September of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
  - e) On the basis of written representations received from directors as on March 31, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act..

#### For C. RAMACHANDRAM & CO.,

Chartered accountants, Firm Registration No: 002864S.

#### **C.RAMACHANDRAM**

Partner

Membership No: 025834.

Place: Hyderabad Date: 28.08.2014



## Annexure to Independent Auditors' report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of **M/s .NIHAR INFO GLOBAL LIMITED** for the year ended March 31, 2014).

- 1. In respect of its fixed Assets:
  - The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
  - b. As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to size of the company and nature of its assets. According to the information and explanations given to us, no material discrepancies were notice on such physical verification.
  - c. According to the information and explanations given to us, the Company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
- 2. There is no Inventory during the period covered by our audit.
- A. The company has not granted any loans, secured or unsecured, to Companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly sub clauses (b), (c) & (d) of clause 3 of this order are not applicable.
  - B. The company has taken unsecured loan from Four Parties listed in register maintained under Section 30 of the Companies Act. The maximum amount involved during the year was Rs.240.58Lacs and the yearend balance of such loan was Rs.240.58 Lacs.
  - C. The terms and conditions on which such loan has been taken are not prima facie prejudicial to the interest of the company.
  - D. The loan is repayable on demand and company is paying when such loan is demanded.
- 4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases, fixed assets and with regard to the sales. We have not observed any continuing failure to correct major weaknesses in internal control system.
- 5. In respect of transactions covered under section 301 of the Companies Act, 1956:
  - a. According to the information and explanations given to us, there have been no contracts or arrangements referred to in section 301 of the Companies Act, 1956 during the year to be entered in the register required to be maintained under that section. Accordingly commenting on the transactions made in pursuance of such contracts or arrangements does not arise, hence clause 5(b) is not applicable.
- 6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under.
- In our opinion, the company has an internal audit system commensurate with its size and nature
  of its business.
- 8. Section 209(1)(d) of the Companies Act, 1956 is not applicable as company has no manufacturing activity.
- 9. In respect of Statutory dues:
  - A) According to the records, during the year, the company is not regular in depositing with appropriate authorities undisputed statutory dues including provident fund, sales tax,



- income tax, and service tax applicable to it and there have been substantial delays in all cases.
- B) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Sales Tax, Value Added Tax, Service Tax, and other material statutory dues in arrears as at March 31, 2014 for a period of more than six months from the date they became payable.
- C) According to the records of the company, there was no disputed statutory dues that have not been deposited on account of the matters pending before appropriate authorities as on 31<sup>st</sup> March, 2014 except for Income tax demand of Rs. 1,24,507/- for which the company has not provided.
- 10. The company has accumulated losses as at March 31, 2014 and it has not incurred any cash losses in the financial year ended on that date and has incurred cash losses in the immediately preceding financial year.
- 11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayments of loans.
- 12. In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provision of clause 4(xiii) of the companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 14. In our opinion and according to the information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and the investments.
- 15. The Company has not given any bank guarantee for loans taken by others from financial institution.
- 16. In our opinion and according to the information and explanations given to us no term loans have been obtained by the company during the year.
- 17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we are of the opinion that funds raised on short term basis have not been used during the year for long term Investments.
- 18. The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- The Company has not issued any debentures and hence question of creating securities or charge in respect thereof does not arises.
- 20. During the year the Company has not raised any money by way of public issue.
- 21. To the best of our knowledge and belief, and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

#### For C. RAMACHANDRAM & CO...

Chartered accountants.

Firm Registration No: 002864S.

#### **C.RAMACHANDRAM**

Partner

Membership No: 025834.

Place: Hyderabad Date: 28.08.2014



## Balance Sheet as at 31 March 2014

Amount in `

	Particulars	Note	As at 31 Ma	rch,2014	As at 31 Ma	rch,2013
I.	EQUITY AND LIABILITIES					
1	Shareholders' Funds (a) Share Capital (b) Reserves and Surplus	3 4	61,884,670 (54,928,172)	6,992,805	61,884,670 (55,065,352)	6,819,318
2	Non-Current Liabilities (a) Long-Term Borrowings (b) Long term provisions	5 6	28,938,169 172,749	29,110,918	28,622,701 182,749	28,805,450
3	Current Liabilities			3,845,299		3,376,309
	(a) Other Current Liabilities	7	3,845,299		3,376,309	
	Total			39,949,022		39,001,077
II. 1	ASSETS Non-Current Assets (a) Fixed Assets			38,541,098		38,480,636
	(i) Tangible Assets (ii) Intangible Assets (b) Non Current Investments (b) Long-Term Loans and Advances (c) Deffered Tax Asset (d) Other Non-Current Assets	9 10 11 12	284,654 14,670 25,550,000 12,425,790 67,494 198,491		249,131 - 25,550,000 12,425,790 99,224 156,491	
2	Current Assets (b) Trade receivables (c) Cash and Cash Equivalents (d) Short-Term Loans and Advances (e) Other Current Assets Total	13 14 15 16	792,002 211,745 61,178 342,999	1,407,924 39,949,022	396,427 9,312 - 114,702	520,441 39,001,077
	Significant Accounting Policies Notes to Accounts	1 2				

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

As per our report of even date

For and On behalf of the Board of directors of

C. Ramachandram & Co. Chartered Accountants Firm Regn. No. 002864S

(Sd/-) (Sd/-) (Sd/-)
C. Ramachandram BSN Suryanarayana B Divyesh Nihar
Partner Manging Director Director

Membership No.- 25834

| CSd/-)
| Place: Secunderabad | Astha Chaturvedi |
| Date: 28.08.2014 | Company Secretary



## Statement of Profit and Loss for the year ended 31st March 2014

Amount in `

	Particulars	Note	For the Year ended		
			31st March 2014	31st March 2013	
1 11	Revenue from Operations	18	5,199,566	1,938,905	
Ш	Other Income	19	24,151	966,167	
IV	TOTAL REVENUE (I + II)		5,223,717	2,905,072	
	EXPENSES				
	Purchases	20	895,568	346,970	
	Employee Benefit Expenses	21	1,907,497	4,331,351	
	Depreciation and Amortization Expenses	22	34,358	28,353	
	Other Expenses	23	2,181,077	11,417,578	
٧	TOTAL EXPENSES		5,018,500	16,124,251	
	Profit before Exceptional and				
VI	Extraordinary Items and Tax (III-IV)		205,217	(13,219,179)	
VII	Exceptional Items			-	
VIII	Profit before Extraordinary Items and Tax		205,217	(13,219,179)	
IX	Extraordinary Items		-	-	
Χ	Profit Before Tax		205,217	(13,219,179)	
	Tax Expense		(31,730)	24,207	
	Current Tax		-	-	
XI	Deferred Tax	24	(31,730)	24,207	
	Profit/(Loss) for the period from				
XII	Continuing Operations(IX-X)		173,487	(13,243,386)	
XIII	Profit/(Loss) from Discontinuing Operations		-	-	
XIV	Tax Expense of Discontinuing Operations		-	-	
w	Profit/(Loss) from Discontinuing Operations				
XV	(after tax)(XII-XIII)		-	-	
XVI	Profit(Loss) for the Period(XI+XIV)		173,487	(13,243,386)	
	Earnings per Equity Share			45	
	-Basic		0.03	(2.14)	
	-Diluted		0.03	(2.14)	
	Significant Accounting Policies Notes to Accounts	1			
	Notes to Accounts	2			

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

As per our report of even date

For and On behalf of the Board of directors of

C. Ramachandram & Co. Chartered Accountants Firm Regn. No. 002864S

(Sd/-) (Sd/-) (Sd/-)
C. Ramachandram
Partner
BSN Suryanarayana
MangingDirector
Director

(Sd/-)

Membership No.- 25834

Place: Secunderabad Astha Chaturvedi
Date: 28.08.2014 Company Secretary



#### **Notes to Liabilities**

equity shares of Rs.10/- each

Total

#### 3 Share Capital Amount in Rs

Particulars	As at31 March,2014	As at31 March,2013
Authorized shares		
14000000(31 March 2014: 14000000) equity shares of Rs.10/-each	140,000,000	140,000,000
Total	140,000,000	140,000,000
Issued, subscribed and fully paid-up shares	1	Amount in Rs
6188467 (31 March 2014: 6188647)	61.884.670	61.884.670

## (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

61,884,670

Particulars	As at 31 M	arch, 2014	As at 31 March,2013	
	No of shares	Amount in Rs	No of shares	Amount in Rs
At the beginning of the period	6,188,467	61,884,670	6,188,467	61,884,670
Outstanding at the end of the period	6,188,467	61,884,670	6,188,467	61,884,670

#### (b) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10/- per share .Each holder of equity shares is entitled to one vote per share The company declares and pays Dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the Approval of the share holders in the ensuing Annual General Meeting.

During the year ended 31-03-14 the amount of per share dividend recognized as Distributions to equity share holders was Rs.Nil (31-03-13: Nil)

In the event of liquidations of the company the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all Preferential amounts . The distribution will be in proportion to the number of equity shares held by the shareholders

#### (c) There are no shareholders owning more than 5% of shareholding in the company

#### 4 Reserves and Surplus

Amount in Rs

61,884,670

Particulars	As at 31 March, 2014	As at31 March,2013
General reserve	92,227	92,227
Share premium	5,800,000	5,800,000
Other Reserves(Share warrants forfieted)	945,000	945,000
Surplus		
Opening Balance	(61,902,579)	(48,659,192)
(+) Net profit/(Net loss) for the Current Year	173,487	(13,243,386)
Closing balance	(61,729,092)	(61,902,579)
Total	(54,891,865)	(55,065,352)



## 5 Long-Term Borrowings

Amount in Rs

Particulars	As at31 March,2014	As at31 March,2013
secured	-	
Unsecured	28,938,169	28,622,701
Total	28,938,169	28,622,701

## **Details of loans from Related parties:**

The above unsecured loan amount includes loans from related parties of Rs.2,08,57,669

As at 31 March, 2014	As at31 March,2013
12,854,468	12,594,000
6,782,101	6,767,101
3,200,500	3,160,500
1,221,100	1,221,100
24,058,169	23,742,701
	12,854,468 6,782,101 3,200,500 1,221,100

6 Long term provisions

Amount in Rs

Particulars	As at31 March,2014	As at31 March,2013
Gratuity payable	172,749	182,749
Total	172,749	182,749

#### 7 Other Current Liabilities Amount in Rs

Particulars	As at 31 March, 2014	As at31 March,2013
Advance received from customers	11,963	-
Other Payables	3,833,336	3,376,309
Total	3,845,299	3,376,309

## 8 Fixed Assets

Amount in Rs

PARTICULARS		Gross Block	(		Deprecia	tion		Net	Block
	AS ON 01.04.2013	ADDITIONS	DELETIONS	AS ON 31.03.2014	AS ON 01.04.2013	FOR THE YEAR	AS ON 31.03.2014	AS 31.03.2014	AS 31.03.2013
Tangible Assets									
Plant & Machinery - Computers	8,703,845	36,000	-	8,739,845	8,703,845	3,453	8,707,298	32,547	-
Furniture & Fixtures	447,911	32,600	-	480,511	198,780	29,624	228,404	252,107	249,131
Sub Total	9,151,756	68,600	-	9,220,356	8,902,625	33,078	8,935,702	284,654	249,131
Previous years	9,466,376	-	314,620	9,151,756	8,874,272	28,353	8,902,625	249,131	592,104
In-Tangible Assets									
Computer Software	156,905	15,950	-	172,855	156,905	1,280	158,185	14,670	-
Sub Total	156,905	15,950	-	172,855	156,905	1,280	158,185	14,670	-
Previous years	334,535	-	177,630	156,905	156,905	-	156,905	-	177,630
Grand Total	9,308,661	84,550	-	9,393,211	9,059,530	34,358	9,093,888	299,323	249,131

As per IT Act

Amount in Rs.

Particulars	WDV	Additi	Additions Deletions		Depre	W D V as		
	as on 01-04-13	More Than 180 Days	Less than 180 Days	More Than 180 Days	Less than 180 Days	Rate of Dep	Amount	on 31-03-14
Plant & Machinery(Computers)	97,940	6,885	9,065	-	-	60	65,615	48,276
Plant & Machinery (Others)	325,902	36,000	-	-	-	15	54,285	307,617
Furniture & Fixtures	146,403	17,500	15,100	-	-	10	17,145	161,858
Total	570,246	60,385	24,165	-	-	_	137,045	517,750



#### 9 Non current Investments

#### Amount in Rs

Particulars	As at31 March,2014	As at31 March,2013
Non trade investment-others Unquoted equity instruments 365000(31 March 2012:365000) Equity shares @ Rs.70/- per share in Integrated Bord casting Co.Pvt Ltd	25,550,000	25,550,000
Total	25,550,000	25,550,000

## 10 Long Term Loans & Advances

## Amount in Rs

Particulars	As at31 March,2014	As at 31 March, 2013
Other loans and advances		
Unsecured, considered good	12,425,790	12,425,790
Total	12,425,790	12,425,790

## 11 Deferred Tax Asset(net)

#### Amount in Rs

Particulars	As at 31 March, 2014	As at31 March,2013
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	67,494	99,224
Total	67,494	99,224

#### 12 Other Non Current Assets

#### Amount in Rs

Particulars	As at 31 March, 2014	As at31 March,2013
Others		
Deposits	198,491	156,491
Total	198,491	156,491

### 13 Trade Receivables

#### **Amount in Rs**

Particulars	As at31 March,2014	As at31 March,2013
Secured considered good		
Outstanding for less than 6 months		
from the due date		
Unsecured, considered good	507,219	111,644
Outstanding for more than 6 months		
from the due date		
Unsecured, considered good	284,783	284,783
Total	792,002	396,427

## 14 Cash & Cash Equivalents

#### Amount in Rs

Particulars(Current)	As at31 March,2014	As at31 March,2013
Balances with banks		
In Current Account	62,993	5,677
Cash on hand	148,752	3,635
Total	211,745	9,312



#### 15 Short-Term Loans and Advances

#### Amount in Rs

Particulars	As at31 March,2014	As at31 March,2013
Advances to suppliers	12,021	-
Other Loans and Advances	49,157	-
Total	61,178	-

#### 16 Other Current Assets

#### Amount in Rs

Particulars	As at31 March,2014	As at31 March,2013
TDS Receivable	183,884	114,702
REFUND INCOME TAX 2012-13	159,115	-
Total	342,999	114,702

## Notes to statement of profit and loss

## 17 Revenue from Operations

#### **Amount In Rs**

Particulars	For the year ended 31 st March 2014	For the year ended 31 st March 2013
Sales Domestic	5,199,566	1,938,905
Total	5,199,566	1,938,905

#### 18 Other income

#### Amount In Rs

Particulars	For the year ended 31 st March 2014	For the year ended 31 st March 2013
Other Non-Operating Income	24,151	966,167
Total	24,151	966,167

#### 19 Purchases:

#### Amount In Rs

Particulars	For the year ended 31 st March 2014	For the year ended 31 st March 2013
IBM Filenet Software	931,875	346,970
Total	931,875	346,970

#### 20 Employee Benefit Expenses

#### Amount In Rs

Particulars	For the year ended	For the year ended
	31 st March 2014	31 st March 2013
Salaries and Wages	1,671,740	4,148,093
Contribution to provident and other funds	44,617	80,996
Gratuity Expense	-	20,000
Staff Welfare Expenses	191,140	82,262
Total	1,907,497	4,331,351

## 21 Depreciation and Amortization Expenses

## Amount In Rs

Particulars	For the year ended 31 st March 2014	For the year ended 31 st March 2013
Depreciation	34,358	28,353
Total	34,358	28,353



## 22 Other Expenses

#### **Amount In Rs**

Particulars	For the year ended 31 st March 2014	For the year ended 31 st March 2013
Rent	272,283	180,000
Rates & Taxes Electricity	21,854	150,813
Charges Directors	163,223	160,979
Remuneration	480,000	-
Interest on statutory payments	11,250	-
Repairs & Maintenance	13,850	44,150
Printing & Stationery	123,340	30,546
Domain Renewal charges	21,500	28,500
Communication expenses	84,821	63,686
Internet Charges	83,793	-
Insurance General	15,045	-
Expense Recruitment	5,907	-
Expense Travelling &	46,155	-
Conveyance	42,683	117,608
Consultancy & Professional Charges	143,970	61,840
Office Maintenance AGM /	365,988	252,048
EGM expenses	10,000	-
Miscellaneous expenses	105,288	68,603
Oracle membership fee	-	109,995
Advertisement & Publicity	78,499	52,515
Sitting Fees	-	2,000
Share Transfer/D-mat Expenses	-	48,000
Listing Fee	46,712	30,590
Bank Charges	10,795	22,502
Loss on sale of Investments	-	9,939,083
Total	2,136,957	11,373,458

## Payment to auditor

Particulars	For the year ended 31 st March 2014	For the year ended 31 st March 2013
As auditor:		
Audit fee	38,605	38,605
Other services (certification fees)	5,515	5,515
Total	44,120	44,120

## 23 Deferred tax

## Amount In Rs

Particulars	For the year ended 31 st March 2014	For the year ended 31 st March 2013
Provision for Deffered Tax	31,730	24,207
Total	31,730	24,207



Notes on accounts annexed to and forming part of the accounts as at and for the year ended March 31.2014.

#### 1. Statement of significance accounting policies

#### 1.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, and the provisions of the Companies Act, 1956, to the extent applicable. These financial statements have been prepared to comply in all aspects with the accounting standards notified under section 211(3C) (which continues to be applicable in terms of circular 15/2013 dated September 13,2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act,2013) and other relevant provisions of the Companies Act,1956. These financial statements have been prepared and presented in Indian rupees.

#### 1.2 Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses for the year.

Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

#### 1.3 Fixed Assets and Depreciation

Fixed assets are stated at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Subsequent expenditure related to an item of tangible assets are added back to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance.

Depreciation on fixed assets is provided using the straight-line method at the rates specified in Schedule XIV to the Companies Act, 1956. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or otherwise disposed of. Individual assets costing less than Rs.5, 000 are depreciated in full in the year of acquisition.

#### 1.4 Revenue Recognition

- i) Income from software related services is accounted for on the basis of services rendered and billed to the clients on acceptance and/or on the basis of man days/ man hours spent as per the terms of the contract with the clients. Income from software products is recognized on the basis of the sale of the clients.
- ii) Income from software training is accounted on accrual basis.
- iii) Revenue from Annual Maintenance Contracts (AMC) is recognized on a pro rata basis over the period in which such services are rendered.
- iv) Interest income on term deposits is recognized during the time proportion method, based on interest rates implicit in the transaction.

#### 1.5 Expenditure

Expenses are accounted on accrual basis and the provisions are made for all expected losses and liabilities.



#### 1.6 Investment

Long term investment is carried at cost, and provision is made to recognize any decline other than temporary, in the value of such investment.

#### 1.7 Retirement benefits

Provision for accrued gratuity liability is provided on actualbasis.

#### 1.8 Deferred Taxes

Deferred tax charge or benefit reflects the tax effects of timing differences between accounting income and taxable income, which originate during the year but reverse after the tax holiday period. The deferred tax charge or benefit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written-down or written-up to reflect the amount that is reasonably / virtually certain to be realized. The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

#### 1.9 Foreign Exchange Transactions

- i) Foreign currency transactions arising during the year are recorded as per the prescribed foreign exchange rates prevailing on the date of the transaction.
- Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are stated at the contact rates and / or at the transaction rote.

### 1.10 Earnings per Share

In determining earning per share, the company considers the net profits after tax and includes the post –tax effect of any extraordinary items. The number of shares used in computing the basic earnings per share is the weighted average number of shares outstanding during the year.

#### 2. Notes on accounts:

2.1 As Stipulated In AS-28, the company has assessed potential of economic benefits of its business limits, and is of the view that the assets employed in continuing business are capable of generating adequate returns over their useful life in the usual course of its business. There is no impairment indication to the companyand accordingly the management is of the view that no impairment provision is called for in these accounts.

#### 2.2 Quantitative Details:

The company is engaged in the development and maintenance of computer software. The production and sale of such software cannot be expressed in any generic unit. Hence, it is not practicable to give the quantitative details of sales and certain information as required under paragraphs 3,4C, and 4D of part II of schedule VI to the companies Act, 1956.

## 2.3 Contingent Liabilities:

31-3-2014 31-3-2013

Claims against company and not acknowledged as debts

Rs.1,24,507 NIL

2.4 Foreign Exchange Earning & Expenditure Foreign exchange earnings:

**2013-14 2012-13** NIL NIL

## 2.5 Related Party Disclosure As Required Under AS 18

Transactions with related parties

 B. Vijaya Lakshmi received a rent of Rs.1,80,000/- during the year against the property leased to the company.



- The company owes an amount of Rs.67,82,101/- as on 31st march ,2013 to B.S.N. Suryanarayana (Managing Director) and the maximum amount due during the year is Rs. 67,82,101/-
- The company owes an amount of Rs. 1,28,54,468/- as on 31st march, 2013 to Nihar Stocks Limited.
- 4. The company owes an amount of Rs. 12,21,100/- as on 31st March,2014 to B.DivyeshNihar (Whole Time Director).
- 5. The company owes an amount of Rs. 32,00,500/- as on 31st March,2014 to B.Nithisha.
- 2.6 Gratuity liability is not provided
- 2.7 The company has gone for scheme of arrangement under section 391 and 394 of the Companies Act,1956. The company has received the order vide ca no 700 of 2013 dated 13th March, 2014 from the High Court of Andhra Pradesh approving the scheme of arrangement. The scheme provides for conversion of unsecured loans of Rs.2,67,52,700/into Equity and reduction of share capital. The effect of above order is implemented in the books of account on 02 May 2014.
- 2.8 Letters have been issued to parties for confirmation of balances (including Investments) with the request to confirm or send comment by the stipulated date failing which balance as indicated in the letter would be taken as confirmed. Confirmation letters have not been received. However, no adverse communication received from any party till date.
- **2.9** Earnings per share (EPS)

The computation of Earnings per share is set out below:

	Year ended 31 March 2014	Year ended 31 March 2013
Earnings : (')		
Net Profit/(Loss) for the year	1,73,487	(1,32,43,386)
Shares:		
Number of shares at the beginning of the year	61,88,467	61,88,467
Add: No. of equity shares issued	-	-
Total number of equity shares outstanding at		
the end of the year	61,88,467	61,88,467
Weighted average number of equity shares		
outstanding during the year	61,88,467	61,88,467
Basic and Diluted Earnings per share - Par		
value of Rs. 10	0.03	(2.14)

- **2.10** The Company has entered into rent agreement for office premises. The rentals of Rs. 2,72,283/- were charged off in the statement of Profit and Loss. These agreements are cancellable in nature.
- 2.11 Previous year's figures have been regrouped/rearranged to conform to those of the current year.

For and on behalf of the Board

C. Ramachandram & Co. Chartered Accountants Firm Regn. No. 002864S

(Sd/-) (Sd/-) (Sd/-)
C. Ramachandram BSN Suryanarayana B Divyesh Nihar
Partner MangingDirector Director
Membership No.- 25834

Place: Hyderabad Date: 28.08.2014



# Additional Information as required under part IV of Schedule VI to the Companies Act 1956

Balance Sheet Abstract and Company's General Business Profile

A. Registration Details

Registration No. 19200 State Code 01

Balance Sheet Date 31.03.2014

B. Capital raised during the year (amount in Rs. '000)

Public Issue NIL Rights Issue NIL

Bonus Issue NIL Private Placement NIL

Share Deposits NIL

C. Position of Mobilisation and Deployment of funds (amount in Rs. '000)

Total Liabilities 39949 Total Assets 39949

Sources of Funds Application of Funds

Paid-up Capital	61884	Net Fixed Assets	285
Reserve and Surplus	(54928)	Investments	25550
Secured/ Unsecured Loans	28938	Net Current Assets	(2437)
Current Liabilities	3845	Deferred tax assets	67

D. Performance of the Company (amount in Rs. '000)

Turnover (including other income) 5224
Profit before Tax 205
Profit after Tax 173
Earnings per Share in Rs. 0.03
Dividend Rate 0

E. Generic names of three principal products/ services of Company (as per monetary terms)

Item Code No. Not Applicable

Product Description Software Development and IT training

For and on behalf of the Board

(Sd/-) (Sd/-)
BSN Suryanarayana B Divyesh Nihar
MangingDirector WholeTime Director



### Cash Flow Statement For the year ended 31st March,2014

Amount in Rs

	PARTICULARS		Year ended 31stMarch, 2014	Year ended 31stMarch, 2013
A Net	CASH FLOW FROM OPERATING ACTIVITIES Profit/(loss) before tax and extra ordinary items adjustments for :		205,217	(13,219,179)
Loss	s on sale of investments Depreciation Transfers to Reserves & Surplus Operating Profit/(loss) before working capital changes		34,358 - 239,575	9,939,083 28,353 - (3,251,744)
(Incr	adjustments for : rease)/Decrease in Trade and other receivables (Increase)/Decrease in Loans and Advances (Decrease)/Increase in Trade payables and liabilities Working Capital Bank (Payments)/Borrowings Cash generated from operations Prior period adjustments		(665,872) (61,178) 458,990 - (28,485)	782,713 (5,154,140) (1,070,326) - (8,693,496)
	CASH FLOW FROM OPERATING ACTIVITIES	Α	(28,485)	(8,693,496)
В	CASH FLOW FROM INVESTMENT ACTIVITIES Purchase of fixed assets Sale of Fixed Assets Sale of Investments Purchase of Investments		(84,550)	1,290,790
	NET CASH USED IN INVESTING ACTIVITIES	В	(84,550)	1,290,790
С	CASH FLOW FROM FINANCING ACTIVITIES: Interest accured & due Repayment of loans amount (Repayment) /Increase in Term Borrowings (Repayment) /Increase in Unsecured Loans NET CASH USED IN FINANCING ACTIVITIES	С	315,468 315,468	7,332,703 7,332,703
Notes	NET INCREASE IN CASH AND CASH EQUIVALENT  Opening balance  Closing balance	D=A+B+C	202,433 9,312 211,745	(70,003) 79,314 9,312

#### Notes:

As per our report of even date

For and On behalf of the Board of directors of

C. Ramachandram & Co. Chartered Accountants Firm Regn. No. 002864S

(Sd/-) C. Ramachandram Partner Membership No.- 25834

Place: Secunderabad Date: 28.08.2014 (Sd/-) BSN Suryanarayana MangingDirector (Sd/-) B Divyesh Nihar Director

(Sd/-) Astha Chaturvedi Company Secretary

<sup>1.</sup> Previous years figures have been re-grouped/re-arranged to conform to those of the current year.



#### Instructions for e-voting

- The voting period begins on 24th September 2014 at 9.00 AM and ends on 25th September 2014 at 3.00 PM. 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 1st September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website <u>www.evotingindia.com</u> during the voting period.
- Click on "Shareholders" tab.
- Now, select the "NIHAR INFO GLOBAL LIMITED" from the drop down menu and click on "SUBMIT"
- Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
For NSDL: 8 Character DP ID followed by 8 Digits Client ID	

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to <u>www.evotingindia.com</u> and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field
	Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Accont holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is 'RA123445678'.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you in the Dividend Bank details field.



- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in Physical form will then reach directly to the voting screen. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatory 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.
- For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- Click on the relevant EVSN for the relevant "NIHAR INFO GLOBAL LIMITED" on which you
  choose to vote.
- 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.
- Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user which should be created using the admin login and password. The user would be able to link the account(s) 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.



- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA)
  which they have issued in favour of the Custodian, if any, in PDF format in the system for the
  scrutinizer to verify the same.
- 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
- Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or
  physical mode. If you are opting for e-voting, then do not vote by physically also and vice versa.
  However, in case shareholders cast their vote physically and e-voting, then voting done through
  e-voting will prevail and voting done physically will be treated as invalid.
- The Board of Directors have appointed Mr. Kiran Kumar Botu, a Practicing Chartered Accountant (M. No. 220855) as a Scrutinizer to process the e-voting and submit a report to the Chairman.
- Ms. Astha Chaturvedi, Compliance Officer of the Company will address all the grievances in relation to this Annual general meeting including e-voting. Her contact details are Email:cs@niharinfo.com, Phone Nos.040-27705389.
- The members may download a copy of the notice of this meeting and the results declared along with the Scrutinizer's Report from the website of the Company (www.niharinfo.com) or from www.evotingindia.com.

#### NIHAR INFO GLOBAL LIMITATO nual Report 2013-14

Regd. Office: Nihar House, Plot No. 34, Ganesh Nagar, West Marredpally, Secunderabad-500026

#### 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 Regi Nam Regi Ema	stered office se of the member(s) stered Address il Id No / Client ID DP ID	Nihar Info Global Limited L67120AP1995PLC019200 Plot No. 34, Ganesh Nagar, West Marredpally, Secunderabad- 500026
/We	e, being the member(s) of Name Address Email Id	shares of the above named company, hereby appoint
	<b>Signature</b> Or failing him	
2.	Name Address Email Id	
	Signature	
	Or failing him	
3.	Name Address Email Id	
	Signature	
	Or failing him	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company, to

be held on Tuesday, the 30th day of September, 2014 at 11.00 A.M. at Hotel Pearl Regency, 11-5-431, Red Hills, near Lakdi ka Pool bridge, Hyderabad- 500004, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
1	Consider and adoption Audited Financial Statement, Reports of the Board of Directors and Auditors		
2	Appointment of J. Sundara Sekhar as Independent Director		
3	Resignation of Mr. P J Sudhakar, Director		
4	Appointment of Auditors and fixing their remuneration		

Signed this day of	Rupee
Signature of shareholder:	Rupee One Revenue Stamp
Signature of Proxy holder(s):	Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

# Annual Report 2013-14

# NIHAR INFO GLOBAL LIMITED

Regd. Office: Nihar House, Plot No. 34, Ganesh Nagar, West Marredpally, Secunderabad-500026

## **ATTENDANCE SLIP**

Regd. Folio No.	/ DP ld No	& Client Id
No., No. Of Shares held		
I certify that I am a registered shareholder/proxy f	or the registered shareholder	er of the company.
I hereby record my presence at the Annual General (place).	al Meeting of the company o	n (day)(date)(time) at
Member's/Proxy, name in Block Letters	Signature of	Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

### **BOOK-POST**

If undelivered please return to:



Nihar House, Plot No. 34, Ganesh Nagar Colony, West Marredpally, Sec'bad - 500 026.

# Nihar Info Global Ltd

An Enterprise Solutions Company



NIHAR HOUSE, Plot No. 34, Ganesh Nagar, West Marredpally, Secunderabad - 500 026. INDIA. Ph.: 91-40-27705389, 27705390

Fax 91-40-27807267

#### FORM B

# Format of covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the Company	Nihar Info Global Limited
2	Annual financial statements for the year ended	31stMarch 2014
3	Type of Audit qualification	Qualified Audit Report
<u>4</u> 5	Frequency of qualification	Repetitive
5	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report	Irregularity in payment of statutory dues including provident fund and income tax Page no. 22 point 9
6	Additional comments	The majority of the statutory dues have been paid during the year and dues that are pending are proposed to be cleared in the current period.
7	To be signed by-	For Nihar Into Globa: Litt.
	Managing Director BSN Suryanarayana	Managing Director
	Auditor of the company C. Ramachandram & Co. C. Ramachandram.	For C. RAMACHANDRAM & CO. Chartered Accountants  (C) FRN: 002864S  (C) HYDERABAD  (C) RAMACHANDRAM  Partner (M.No. 25834)

#### Clause 31A:

"31A. The company agrees to restate its books of accounts on the directions issued by SEBI or by anyother statutory authority, as per the provisions of the extant regulatory framework."

For & On behalf of Nihar Info Global Limited

BSN Suryana ayana Managing Director