

**PRAMADA FINVEST LIMITED**

***22<sup>nd</sup> ANNUAL REPORT***

***2013-2014***

**PRAMADA FINVEST LIMITED**  
**L65993TG1992ULL014608**

**BOARD OF DIRECTORS**

Sri. S. Ramakrishnam Raju (DIN 00072250)	:	Chairman & Managing Director
Smt. S. Rohini Kumari (DIN 03587115)	:	Director
Sri. S. Nagendra Varma (DIN 02784537)	:	Director
Sri. U Sambasiva Varma (DIN 01586239)	:	Director
Sri. K Radha Krishna (DIN 02786023)	:	Director

**BANKERS**

**AXIS Bank LIMITED,**  
Sri Nagar Colony, Hyderabad

**AUDITORS**

**M/s. P MURALI & Co.,**  
Chartered Accountants,  
6-3-655/2/3, Somajiguda  
Hyderabad.

**REGISTERED OFFICE**

Plot No.559, Arora Colony,  
Road No.3, Banjara Hills,  
Hyderabad – 500 034

**SHARE TRANSFER AGENTS**

Aarthi Consultants Pvt. Ltd.,  
1-2-285, Domalguda,  
Hyderabad - 500 029.  
Ph: 040 – 27634445  
Fax: 040 - 27632184

**LISTING**

The Bombay Stock Exchange Limited, Mumbai  
The Madras Stock Exchange, Chennai

## NOTICE

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of M/s.PRAMADA FINVEST LIMITED will be held on Tuesday, 30<sup>th</sup> September, 2014 at 4.00 p.m.at the Registered Office of the company at Plot No.559, Arora Colony, Road No.3, Banjara Hills, Hyderabad – 500 034 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2014 and the Profit and Loss Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. S. Rohini Kumari, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. P. Murali & Co., Chartered Accountants be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 25th AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS AS AN ORDINARY RESOLUTION:

4. To appoint Mr. Uddaraju Samba Siva Varma (DIN 01586239), as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the 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. Uddaraju Samba Siva Varma (DIN 01586239), Director of the Company, 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 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 30, 2019.

5. To appoint Mr. Nagendra Varma Sayyaparaju (DIN 02784537), as an Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the 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. Nagendra Varma Sayyaparaju (DIN 02784537), Director of the Company, 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 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 30, 2019.

6. To appoint Mr. Radha Krishna Kothapalli (DIN 02786023), as an Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the 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. Radha Krishna Kothapalli (DIN 02786023), Director of the Company, 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 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 30, 2019.

By order of the Board  
For **PRAMADA FINVEST LIMITED**

Place: Hyderabad  
Date: 05.09.2014

SD/-  
S.RAMAKRISHNAM RAJU  
MANAGING DIRECTOR

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of upto five consecutive years and are not liable to retire by rotation. Accordingly, resolutions proposing appointment of Independent Directors are given at item nos. 3 & 4.
4. The relevant details of Directors seeking appointment / re-appointment under item no. 4, 5, & 6 of this Notice are provided in the Annual Report.
5. An instrument appointing proxy to be effective must be lodged at the Registered Office of the Company at least 48 hours before the meeting.
6. The Register of Members / Register of Beneficiaries and Share Transfer Books of the Company will remain closed from Friday 26<sup>th</sup> September 2014 to Tuesday 30<sup>th</sup> September 2014 (both days inclusive).
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services on all resolutions set forth in this Notice. The instructions for e-voting are as under:

**Instructions for e-voting**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on "Shareholders" tab.
- c) Now enter your User ID

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

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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</li> <li>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 Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is 'RA12345678'.</li> </ul>
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	<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 folio no / client id</p>

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in Physical form will then reach directly to the voting screen.
- i) 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. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- j) Click on the relevant EVSN on which you choose to vote.
  - k) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO.
  - l) Click on the "Resolution File link" if you wish to view the entire Notice of the Annual General Meeting.
  - m) 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.
  - n) **Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.**
  - o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - p) Note for Non-Individual Shareholders & Custodians:
    - 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](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a user who 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - q) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- ❖ Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.
  - ❖ The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.

- ❖ The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.pramadainvest.com](http://www.pramadainvest.com)) and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges.
- 8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- 9. Members holding shares in physical form are requested to notify / send any change in their address to the Company's Share Transfer Agents, or to the Company at its registered office.
- 10. Members holding shares in dematerialization form are requested to notify/send any change in their address to the concerned depository participant(s).
- 11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 12. Corporate Members intend to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 13. Shareholders/proxies should bring duly filled attendance slips sent herewith for attending the meeting along with the copies of Annual Reports to the Annual General Meeting.

#### Other Information in relation to e-voting

- The e-voting period commences on Tuesday, September 23, 2014 and ends on Wednesday, September 24, 2014. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 5<sup>th</sup> September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 26, 2014(Book Closure).
- Mr. Mohammed Irfan, Company Secretary in Practice, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two



witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [pfl@rediffmail.com](mailto:pfl@rediffmail.com) [info@pramadainvest.com](mailto:info@pramadainvest.com) by mentioning their Folio / DP ID and Client ID No. **A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot.** If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER  
THE LISTING AGREEMENT**

**Annexure A**

Brief Details of Directors seeking re-appointment at this Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	UDDARAJU SAMBA SIVA VARMA	NAGENDRA VARMA SAYYAPARAJU	RADHA KRISHNA KOTHAPALLI	SAYYAPARAJU ROHINI KUMARI
Date of Appointment	30/10/2002	30/10/2002	30/10/2002	02/08/2011
Date of Birth	15/08/1976	08/08/1975	15/07/1976	06/10/1956
Qualification	B.SC	B.A	B.A	-
Expertise in Specific functional areas	Experience in handling management in various organization	Experience in handling management in various organization	Experience in handling management in various organization	Experience in handling management in various organization
List of Companies in which Directorships held as on 31.03.2014	BLUE BIRD CAPITAL MARKETS LIMITED	NIL	NIL	NIL
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2014	BLUE BIRD CAPITAL MARKETS LIMITED	NIL	NIL	NIL

## EXPLANATORY STATEMENT

[Pursuant To Section 102 of the Companies Act, 2013]

### Item No: 4 to 6

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Term shall be effective prospectively. The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Uddaraju Samba Siva Varma, Mr. Nagendra Varma Sayyaparaju, Mr. Radha Krishna Kothapalli being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions. The Board Governance, Nomination and Compensation Committee and the Board of Directors have recommended appointment of Mr. Uddaraju Samba Siva Varma, Mr. Nagendra Varma Sayyaparaju, Mr. Radha Krishna Kothapalli as Independent Directors of the Company.

Mr. Uddaraju Samba Siva Varma, Mr. Nagendra Varma Sayyaparaju, Mr. Radha Krishna Kothapalli, non-executive independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made there under for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

The Board recommends the resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

None of the directors of the Company are any way interested in the Resolution, except to the extent of their share holding in the Company, Your Directors recommend the above resolution for your approval.

## DIRECTORS' REPORT

To  
The Members of  
**M/s. PRAMADA FINVEST LIMITED**

Your Directors have pleasure in presenting the 22<sup>nd</sup> Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2014.

### FINANCIAL RESULTS

Particulars	(Rs. Lakhs)	
	Year ended 31.03.2014 (Current year)	Year ended 31.03.2013 (Previous year)
Gross Income from operations	4.73	5.09
Profit before Tax	0.569	0.996
Profit after Tax	0.393	0.797

### FINANCIAL PERFORMANCE OF THE COMPANY

The turnover of the company during the period under review is Rs 4,73,045 over the previous year which was Rs 5,09,550. The profit for the current year is Rs 39,353. compared to previous year profits of Rs 79,757. The management has taken necessary steps to revive the business of the company.

### DIVIDEND

The Directors regret their inability to recommend dividend for the year under review due to insufficient profit.

### PUBLIC DEPOSITS

The Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under, during the financial year under review.

### CORPORATE GOVERNANCE

Your Directors are happy to report that your Company is compliant with the Corporate Governance requirements as per Clause 49 of the Listing Agreement with the Stock Exchanges. A separate section on Corporate Governance together with a certificate from the Statutory Auditor's confirming compliance is set out in the Annexure forming part of this report.

### ADDITIONAL INFORMATION AS REQUIRED U/S 217(1)(e) OF THE COMPANIES ACT, 1956

(a) Conservation of Energy: The Company is monitoring the consumption of energy and is identifying measures for conservation of energy.

(b) (i) Technology Absorption, adaptation and innovation:- No technology either indigenous or Foreign is involved.

(ii) Research and Development (R & D): No research and Development has been carried out.

(c) Foreign exchange earnings : NIL

Foreign exchange out go: NIL

### **PARTICULARS OF EMPLOYEES**

The Directors are to report that none of the employee was in receipt of remuneration exceeding the limit prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 2011.

### **DIRECTORS:**

Smt. Sayyaparaju Rohini Kumari, Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment

### **STATUTORY AUDITORS**

M/s. P. Murali & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

M/s. P. Murali & Co., Chartered Accountants have furnished a certificate of their eligibility u/s 139 of the Companies Act, 2013. The Board recommended to the members to reappoint the auditors and authorize the Board of Directors of the Company to fix their remuneration

### **DIRECTORS RESPONSIBILITY STATEMENT**

As required under Section 217(2AA) of the Companies Act, 1956 your Directors confirm that:

In terms of Section 217 (2AA) of the Companies Act, 1956, your Directors hereby confirm that -

- i) That in the preparation of the Annual Accounts, for the year ended 31st March, 2014, the applicable accounting standards have been followed and there are no material departures;
- ii) We have selected appropriate 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 on 31st March, 2014 and of the profit/loss of the company for the financial year ended 31st March, 2014;

- iii) We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) We have prepared the annual accounts for the financial year ended 31st March, 2014 on a going concern basis.

#### **STATEMENT PURSUANT TO LISTING AGREEMENT**

The company's Equity shares are listed at

1. The Bombay Stock Exchange Limited, Mumbai
2. The Madras Stock Exchange Limited, Chennai

#### **LISTING OF SHARES OF THE COMPANY ON STOCK EXCHANGES**

We are pleased to report that we have undertaken the process of getting the revocation of suspension of the company's share at BSE.

#### **CODE OF CONDUCT**

Pursuant to the Listing Agreement entered into by the company with the Stock Exchanges, a declaration declaring that all the members of the Board and the Senior Management Personnel of the company have affirmed compliance with the Code of Conduct of the Company, is forming part of the Corporate Governance Report attached herewith.

#### **CEO/CFO CERTIFICATION**

The Board has recognized Managing Director of the Company as CEO for the limited purpose of Compliance under the Listing Agreement. The CEO has certified, in terms of revised clause 49 of the listing agreement, to the Board that the financial statements present a true and fair view of the company's affairs and are in compliance with existing accounting standards, internal control and disclosures.

#### **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:**

Pursuant to Clause 49 of the Listing Agreement, a Management Analysis Report is given below:

**A. INDUSTRY BACKGROUND**

The finance sector is doing well in India and World Wide. The interest rates are coming down. The company has thought that it is the right time to involve in the activities of the present trend and its connected areas of the business opportunities.

**B. INDUSTRY OUTLOOK**

As the Market conditions are very favorable now onwards for the finance business, the company has thought that it is the right time to involve in the activities of the present trend and its connected areas of the business opportunities. The company has inducted into the Board the well-experienced people. The company can meet the challenges in the coming years of connected business activities.

**C. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Internal control systems are aimed at promoting operational efficiencies while stressing adherences to policies. The systems are designed with adequate internal controls commensurate size and nature of operations and nature of operations. Transactions are executed in accordance with the company's policies. Assets are safeguarded and deployed in accordance with the Company's Policies.

During the year under review, an Audit Committee consisting of Three Independent and Non-Executive Directors was constituted. The committee is empowered by the Board with the authority to investigate any matters relating to the internal control system. The committee also reviews the quarterly, half yearly and annual financial statements before they are submitted to the Board and ensure compliance of internal control systems.

**D. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS:**

During the year there are no material developments in Human Resources as well as Industrial Relations.

**PERSONNEL**

The relations between the management and the staff were very cordial throughout this year. Your Directors take this opportunity to record their appreciation for the Co-Operation and loyal services rendered by the employees

**ACKNOWLEDGEMENTS**

The Directors thank the company's customers, vendors, investors, business associates, bankers and other agencies for their support to the company.

We wish to place on record our appreciation for the untiring efforts and contributions made by the employees at all levels to ensure that the company continues to grow and excel.

for and on behalf of the Board  
**PRAMADA FINAVEST LIMITED**

PLACE: HYDERABAD  
DATE: 05-09-2014

**SD/-**  
**S.RAMAKRISHNAM RAJU**  
**MANAGING DIRECTOR**

**SD/-**  
**S.ROHINI KUMARI**  
**DIRECTOR**

**ANNEXURE – "A" TO DIRECTORS REPORT- CORPORATE GOVERNANCE**  
**(Pursuant to Clause 49 of the Listing Agreement)**

## **1. Company's Philosophy on code of governance:**

The company believes that strong corporate governance is indispensable for healthy business growth and to be resilient in a vibrant capital market and is an important instrument of investor protection. The Companies activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them and adopt the best practices. It is firmly believed that good governance practices would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The company stands by transparency in all its dealings and strict regulatory compliance.

The Company is in compliance with the requirements of the revised guidelines on corporate governance stipulated under clause 49 of the Listing Agreements with the Stock Exchanges. With the adoption of whistle blower policy the company has moved further in its pursuit of excellence in corporate governance

## **2. Board of Directors**

- a). The Company has 5 Directors comprising of a Promoter and Executive Chairman & Managing Director, and 3 are Non-Executive and Independent Directors. The composition of the Board is in conformity with clause 49 of the Listing Agreements entered into with the Stock Exchanges and meets the stipulated requirements
- b). None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on March 31, 2014.
- c). The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.



Name of the Director	Category (Promoter/ Executive/ Non-Executive)	Designation	Relationship with other Directors	Number of memberships in Board of other Public Limited Company	+ Associated with other committees of Public Limited Company	Chairman
Mr.S.Ramakrishnam Raju	Promoter and Executive	Chairman & Managing Director	None	Nil	None	None
Smt S Roshini Kumari	Promoter and Non-Executive	Director	None	Nil	None	None
Mr.S.Nagendra Varma	Independent and Non-Executive Director	Director	None	Nil	None	None
Mr.U Sambasiva Varma	Independent and Non-Executive Director	Director	None	1	None	None
Mr. K Radha Krishna	Independent and Non-Executive Director	Director	None	Nil	None	None

d). Four Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

The dates on which the meetings were held i.e. 30<sup>th</sup> May 2013, 13<sup>th</sup> August 2013, 14<sup>th</sup> November 2013, 13<sup>th</sup> February 2014.

**Number of Board meetings held and attendance of the Directors during the Financial Year 2013-2014:**

<b>Name of the Director</b>	<b>No. of Meetings held</b>	<b>No. meetings attended</b>	<b>Presence at AGM</b>
Mr.S.Ramakrishnam Raju	4	4	Yes
Smt. Rohini Kumari	4	4	Yes
Mr. S.Nagendra Varma	3	3	Yes
Mr.U Sambasiva Varma	4	4	Yes
Mr. K Radha Krishna	4	4	Yes

- e). None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company
- f). during the year, information as mentioned in Annexure1A to Clause 49 of the Listing Agreements has been placed before the Board for its consideration

**3. AUDIT COMMITTEE:**

- I). The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- II) The terms of reference of the Audit Committee include a review of;
- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
  - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
  - Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
  - Reviewing with management the annual financial statements before submission to the Board, focusing on:

- i). Any changes in accounting policies and practices;
  - ii). Qualification in draft audit report;
  - iii). Significant adjustments arising out of audit;
  - iv). The going concern concept;
  - v). Compliance with accounting standards;
  - vi). Compliance with stock exchange and legal requirements concerning financial statements;
  - vii). Any related party transactions
- f. Reviewing the company's financial and risk management's policies.
- g. Disclosure of contingent liabilities.
- h. Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- i. Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- j. Discussion with internal auditors of any significant findings and follow-up thereon.
- k. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- l. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- m. Reviewing compliances as regards the Company's Whistle Blower Policy.
- III) The previous Annual General Meeting of the Company was held on 30<sup>th</sup> September 2013 and Sri. S Nagendra Varma, Chairman of the Audit Committee, attended previous AGM.
- IV) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

S.No	Name of the Director	Chairman/Director	Nature of Directorship
1	Sri. S Nagendra Varma	Chairman	Independent and Non-Executive Director
2	Sri. U Sambasiva Varma	Member	Independent and Non-Executive Director
3	Sri. K Radha Krishna	Member	Independent and Non-Executive Director

V). Four Audit Committee meetings were held during the year. The dates on which the said meetings were held are as follows 30<sup>th</sup> May 2013, 13<sup>th</sup> August 2013, 14<sup>th</sup> November 2013, 13<sup>th</sup> February 2014.

The necessary quorum was present at all the meetings Attendance during the year 2013-14:

Name	Number of meetings held during the year	Number of meetings attended during the year
Sri. S Nagendra Varma	4	4
Sri. U Sambasiva Varma	4	4
Sri. K Radha Krishna	4	4

#### 4. Remuneration Committee

The company has constituted the Remuneration Committee with three independent non-executive directors for fixing the remuneration package of the Chairman & Managing Director and other Directors of the company. However, the remuneration package decided by the Remuneration Committee shall be subject to the consent of the Board of Directors and the approval of the Shareholders in the general meeting.

The Constitution of the Remuneration Committee is as follows:

Name of the Director	Chairman/Member
Sri. S Nagendra Varma	Chairman
Sri. U Sambasiva Varma	Member
Sri. K Radha Krishna	Member

#### Details of remuneration to the directors for the Year:

To maintain the liquidity, the company has not paid any remuneration for the year 2013-2014 to any Directors. No sitting fee was paid to any directors.

#### 5. SHARE HOLDERS /INVESTORS GRIEVANCE COMMITTEE:

The Committee oversees share transfers and monitors investor grievances. To look after the redresses of shareholders and investors complaints like – transfer of shares, non – receipt of balance Sheet, non-receipt of declared dividends etc.,

The Committee consists of the following Independent & Non Executive Directors:

Name of the Director	Nature of directorship	Status
Sri U Sambasiva Varma	Independent & Non Executive Director	Chairman
Sri S Nagendra Varma	Independent & Non Executive Director	Member
Sri K Radha Krishna	Independent & Non Executive Director	Member

Sri. S Ramakrishnam Raju Compliance Officer

The total No. of Complaints received and complied during the year were: NIL.

The Complaints had been attended to within seven days from the date of receipt of the complaint, as communicated by our Registers and Share Transfer Agents M/s. Aarthi Consultants Private Limited.

The outstanding complaints as on 31<sup>st</sup> March 2014 were: NIL

#### 6. DETAILS OF ANNUAL GENERAL MEETINGS: Location and time of the last Three AGMs.

AGM	YEAR	VENUE	DATE	TIME
21 <sup>ST</sup>	2012-2013	Plot No.559,Arora Colony ,Road No.3, Banjara Hills, HYDERABAD - 500 034	30.09.2013	4.00 P.M
20 <sup>th</sup>	2011-12	Plot No.559,Arora Colony ,Road No.3, Banjara Hills, HYDERABAD - 500 034	29.09.2012	4.00 P.M
19 <sup>th</sup>	2010-11	Plot No.559,Arora Colony ,Road No.3, Banjara Hills, HYDERABAD - 500 034	12.09.2011	3.00 P.M
<b>Postal Ballot:</b>				
No Business item has been transacted through postal ballot last year.				

#### 7).DISCLOSURES

**A.** Disclosure on materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the directors or the management's, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large.

None

**B.** Details of non-compliance by the company, penalties, Strictures imposed on the company by stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

None

## 8. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:

Relevant details forms part of the explanatory statement to the notice of the Annual General Meeting/Director's Report.

## 9. MEANS OF COMMUNICATIONS:

As per the listing requirements, the company publishes periodical financial results in leading English and regional newspapers information.

## 10. MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management Discussion and Analysis (MD& A) is being forms part of the annual report

## 11. GENERAL SHARE HOLDER INFORMATION:

<b>(I) Annual General Meeting</b>	
Date	30 <sup>th</sup> September 2014
Time	4.00 P.M.
Venue	Plot No.559,Arora Colony ,Road No.3, Banjara Hills, HYDERABAD - 500 034

<b>(ii) Financial Calendar 1<sup>st</sup> April to 31<sup>st</sup> March</b> And the financial reporting will be as follows:	
Quarter ending June, 30, 2014	Declared on 13 <sup>th</sup> August 2014
Quarter ending September 30, 2014	On or before 14 <sup>th</sup> November 2014
Quarter ending December 31, 2014	On or before 14 <sup>th</sup> February 2015
Quarter ending March 31, 2015	On or before 15 <sup>th</sup> May 2015
Annual General Meeting for FY ended 31 <sup>st</sup> March, 2015	Before end of September, 2015

<b>(III) Date of Book Closure</b>	26 <sup>th</sup> September 2014 to 30 <sup>th</sup> September 2014
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<b>(IV) Dividend payment date</b>	Not Applicable
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<b>(V) Listing on Stock Exchanges</b>	1. The Bombay Stock Exchange Limited, Mumbai 2. The Madras Stock Exchange Limited, Chennai
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<b>(VI) Stock Code</b>	PHYSICAL
The Bombay Stock Exchange Limited.	531293
The Madras Stock Exchange	--
<b>Dematerialization of Securities</b>	Nil

<b>(VII) Market Price Data: High, Low during each Month in last Financial Year</b>	During the financial year the shares of the company were not traded. Hence monthly data could not be provided.
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<b>(VIII) Stock Performance in Comparison to Broad-based indices such as BSE Sensex, CRISIL Index, BZX 200, Nifty etc..</b>	During the financial year the shares of the company were not traded. Hence performance comparison could not be provided.
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<b>(IX) Share Transfer Agent</b>	M/s. Aarhi Consultants Private Limited 1-2-285, Domalguda, Hyderabad – 500 029. Ph: 040-2763 8111; 040-2763 4445 Fax: 040-2763 2184 Website: <a href="http://www.aathiconsultants.com">www.aathiconsultants.com</a> Email: <a href="mailto:info@aathiconsultants.com">info@aathiconsultants.com</a> .
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<b>(X) Share Transfer System Documents will be accepted at</b>	M/s. Aarhi Consultants Private Limited 1-2-285, Domalguda, Hyderabad – 500 029. Ph: 040-2763 8111; 040-2763 4445 Fax: 040-2763 2184 Website: <a href="http://www.aathiconsultants.com">www.aathiconsultants.com</a> Email: <a href="mailto:info@aathiconsultants.com">info@aathiconsultants.com</a>
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The Shares of the Company are in physical form, the transfer documents can be lodged with M/s. Aarhi Consultants Private Limited at above-mentioned address.

The Transfer of shares in physical form is normally processed within 10-12 days from the date of receipt if the documents are complete in all respects. The Share Transfer Committee severally empowers to approve the transfers.

#### **XI) (a) Distribution of Shareholding as on 31-03-2014**

SLNO	CATEGORY	HOLDERS	HOLDER PER	AMOUNT	AMOUNT PER
1	1 - 5000	923	57	3602000	7.18
2	5001 - 10000	252	16	2421000	4.83
3	10001 - 20000	62	4	965000	1.92
4	20001 - 30000	122	8	3077000	6.13
5	30001 - 40000	21	1	794000	1.58
6	40001 - 50000	73	5	3549000	7.07

7	50001 - 100000	73	5	6441000	12.84
8	100001 & Above	88	5	29314000	58.44
	<b>TOTAL :</b>	<b>1614</b>	<b>100</b>	<b>50163000</b>	<b>100</b>

**XII) .According to categories of shareholders as at 31<sup>st</sup> March 2014**

<b>(XI) (b) Distribution of Shareholding as on 31-03-2014</b>			
	<b>CATEGORY</b>	<b>No. of Shares held</b>	<b>%of shareholding</b>
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group:</b>		
(1)	Indian		
a.	Individuals/Hindu Undivided Family	2293500	45.72
b.	Central Government/State Government	0.00	0.00
c.	Bodies Corporate	0.00	0.00
d.	Financial Institutions / Banks	0.00	0.00
	Others:	0.00	0.00
e.	Mutual funds	0.00	0.00
f.	Trusts	0.00	0.00
	<b>Sub-Total (A)(1)</b>	<b>2293500</b>	<b>45.72</b>
(2)	Foreign		
a.	Individuals (Non- Residents Individuals / Foreign Individuals)	600000	11.96
b.	Bodies Corporate	0.00	0.00
c.	Institutions	0.00	0.00
	Others:	0.00	0.00
d.	Overseas Corporate Bodies	0.00	0.00
	<b>Sub-Total (A)(2)</b>	<b>600000</b>	<b>11.96</b>
	<b>Total Shareholding of Promoter and Promoter Group A = (A)(1)+ (A)(2)</b>	<b>2893500</b>	<b>57.68</b>
<b>(B)</b>	<b>Public Shareholding</b>		
(1)	Institutions	0.00	0.00
a.	Mutual funds / UTI	0.00	0.00
b.	Financial Institutions / Banks	0.00	0.00
c.	Central Government/State Government	0.00	0.00
d.	Venture Capital Funds	0.00	0.00
e.	Insurance Companies	0.00	0.00
f.	Foreign Institutional Investors	0.00	0.00
g.	Foreign Venture Capital Investors	0.00	0.00



	Others:	0.00	0.00
h.	Foreign Companies	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>0.00</b>	<b>0.00</b>
(2)	<b>Non- Institutions</b>		
a.	Bodies Corporate	23900	0.48
b.	Individuals		
	i). Individual Shareholders holding Nominal Share Capital upto Rs. 1 Lakh	1105200	22.03
	ii). Individual Shareholders holding Nominal Share Capital in excess of Rs. 1 Lakh	993700	19.81
	Others:		
c.	Non- Residents Individuals	0.00	0.00
d.	Overseas Corporate Bodies	0.00	0.00
e.	Trusts	0.00	0.00
f.	Employees	0.00	0.00
g.	Clearing Members	0.00	0.00
	<b>Sub-Total (B)(2)</b>	<b>2122800</b>	<b>42.32</b>
	<b>Total Public Shareholding B = (B)(1) + (B)(2)</b>	<b>2122800</b>	<b>42.32</b>
	<b>TOTAL ( A+B)</b>	<b>5016300</b>	<b>100.00</b>
(C)	<b>Shares held by Custodians and against Depositories Receipts have been issued</b>		
	<b>GRAND TOTAL (A+B+C)</b>	<b>5016300</b>	<b>100.00</b>

**(XII) Dematerialization of shares & liquidity**

The Company has entered into tripartite agreement with RTA and NSDL, CDSL. The company has yet get connectivity. Hence the members are advised to approach for Demat after getting connectivity.

**(XIII) Outstanding GDRs/ADRs./Warrants or any Convertible instruments, conversation date and likely impact on equity.**

The Company has not issued any GDRs./ADRs/ Warrants or any convertible instruments.

**(XIV) Plant Locations**

Not Applicable

**(XV) Address for Correspondence**

Plot No.559, Arora Colony, Road No.3,  
Banjara Hills , Hyderabad – 500 034

for and on behalf of the Board  
**PRAMADA FINAVEST LIMITED**

PLACE: HYDERABAD  
DATE: 05-09-2014

SD/-  
**S.RAMAKRISHNAM RAJU**  
MANAGING DIRECTOR

SD/-  
**S.ROHINI KUMARI**  
DIRECTOR

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Sri. S. Ramakrishnam Raju , Managing Director of M/s Pramada Finvest Limited hereby declare that all the Board members and Senior managerial personnel have affirmed for the year ended 31 March 2014 compliance with the code of conduct of the company laid down for them.

Hyderabad  
05-09-2014

SD/-  
S. RAMAKRISHNAM RAJU  
Managing Director

**CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)**

I, Sri. S. Ramakrishnam Raju ,Managing Director M/s Pramada Finvest Limited certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31 March 2014 and to the best of our knowledge and belief;
  - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
  - These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;

4. That we have informed the auditors and the audit committee of:

- a) Significant changes in the internal control during the year;
- b) Significant changes in accounting policies 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 we have become aware and the involvement or an employee having a significant role in the company's internal control system.

Hyderabad  
05-09-2014.

SD/-  
S. RAMAKRISHNAM RAJU  
Managing Director

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

**To  
The Members,  
PRAMADA FINVEST LIMITED  
Hyderabad**

We have reviewed the records concerning the Company's compliance of the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement into by the company with the Stock Exchanges for the financial year ended on March 31, 2014.

The compliance of the conditions of corporate governance is the responsibility of the management. Our review was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the company.

We have conducted our review on the basis of the relevant records and documents maintained by the company and furnished to us the examination and the information and explanations given to us by the company,

Based on such a review, and to the best of our information and according to the explanation given to us, in our opinion, the company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the Listing Agreement of the Stock exchanges.

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

For P. MURALI & CO.,  
CHARTERED ACCOUNTANTS

PLACE: HYDERABAD  
Date : 05-09-2014

SD/-  
P.MURALI MOHANA RAO  
PARTNER.

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Pramada Finvest Limited

### Report on the Financial Statements:

We have audited the accompanying financial statements of Pramada Finvest 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 ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's 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 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 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 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. 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; and
- (b) In the case of the Statement of Profit and Loss Account, 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.

**Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") 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:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company.
  - 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 the Companies Act,1956('the Act')read with the General circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section of 133 of the Companies Act,2013.
  - e) On the basis of written representations received from the directors as on March 31, 2014, and 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 clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For P. Murali & Co.,  
Chartered Accountants  
Firm's Regn: 007257S

Sd/-

P. Murali Mohana Rao  
Partner  
Membership No. 023412

Place: Hyderabad  
Date: 30-05-2014

## ANNEXURE TO THE AUDITORS' REPORT

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies between the book records and the physical inventory have been noticed on such verification.
- (c) During the year the Company has not disposed off any fixed asset. Hence, applicability of the clause whether the substantial part of the Fixed Assets has been disposed off during the year is not applicable.
- II. The Company has no inventory hence this clause is not applicable.
- III. (a) The Company has not granted any loans, secured or unsecured to Companies, Firms or other Parties covered in the register maintained U/s.301 of the Companies Act, 1956.
- (b) As the Company has not granted any loans, the clause of whether the rate of interest & other terms and conditions on which loans have been granted to parties listed in the register maintained under section 301 is prejudicial to the interest of company, is not applicable.
- (c) As no loans are granted by company, the clause of receipt of interest & principal amount from parties is not applicable to the company.
- (d) No loans have been granted to Companies, Firms & other parties listed in the register U/s.301 of the Companies Act, 1956, hence overdue amount of more than rupees one lakh does not arise and the clause is not applicable.
- (e) The Company has not taken any loans, secured or unsecured from Companies, Firms or other Parties covered in the register maintained U/s.301 of the Companies Act. 1956.
- (f) As the Company has not taken any loans, the clause of whether the rate of interest & other terms and conditions on which loans have been taken from parties listed in the register maintained under section 301 is prejudicial to the interest of company, is not applicable.
- (g) As no loans are taken by the company, the clause of repayment of interest & principal amount to parties is not applicable to the company.
- IV. In our opinion and according to the information and explanations given to us, there are generally adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and services. There is no continuing failure by the company to correct any major weaknesses in internal control.



- V. (a) In our opinion and according to the information and explanation given to us, since no contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been made by the company in respect of any party in the financial year, the entry in the register U/s.301 of the Companies Act, 1956 does not arise.
- (b) According to the information and explanations given to us, as no such contracts or arrangements made by the Company, the applicability of the clause of charging the reasonable price having regard to the prevailing market prices at the relevant time does not arise.
- VI. The Company has not accepted any deposits from the public and hence the applicability of the clause of directives issued by the Reserve Bank of India and provisions of section 58A, 58AA or any other relevant provisions of the Act and the rules framed there under does not arise. As per information and explanations given to us the order from the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal has not been received by the Company.
- VII. In our opinion, the company is having internal audit system, commensurate with its size and nature of its business.
- VIII. In respect of the Company, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section(I) of section 209 of the Companies Act, 1956.
- IX. a) The Company is regular in depositing statutory dues including Income Tax, and other statutory dues with the appropriate authorities and at the last date of the financial year there were no amounts outstanding which were due for more than 6 months from the date they became payable.
- b) According to the information and explanations given to us, no undisputed amounts are payable in respect of Income Tax and other statutory dues as at the end of the period.
- X. The Company has been registered for a period of not less than 5 years, and the company has accumulated losses at the end of the financial year and the Company has not incurred cash losses in this financial year and in the immediately preceding financial year
- XI. According to information and explanations given to us, the Company has not taken any loans from banks or financial institution. Hence this clause of repayment of dues to financial institutions or banks or debentures holders and the defaulted payment therein is not applicable to the company.
- XII. According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities and hence the applicability of the clause regarding maintenance of adequate documents in respect of loans does not arise.
- XIII. This clause is not applicable to this Company as the Company is not covered by the provisions of special statute applicable to Chit Fund in respect of Nidhi /Mutual Benefit

Fund/Societies.

- XIV. According to the information and explanations given to us, the company is not dealing or trading in shares, securities, Debentures and other investments and hence the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003, are not applicable to the Company.
- XV. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or financial institutions, and hence the applicability of this clause regarding terms and conditions which are prejudicial to the interest of the company does not arise.
- XVI. According to the information and explanations given to us, the company has not obtained any term loans, hence this clause is not applicable..
- XVII. According to the information and explanations given to us, no funds are raised by the Company on short-term basis. Hence the clause of short term funds being used for long-term investment does not arise.
- XVIII. According to the information and explanations given to us, the Company has not made any preferential allotment of Shares to parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956 and hence the applicability of the clause regarding the price at which shares have been issued and whether the same is prejudicial to the interest of the Company does not arise.
- XIX. According to the information and explanations given to us, the company does not have any debentures and hence the applicability of the clause regarding the creation of security or charge in respect of debentures issued does not arise.
- XX. According to information and explanations given to us, the company has not raised money by way of public issues during the year, hence the clause regarding the disclosure by the management on the end use of money raised by Public Issue is not applicable.
- XXI. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under audit.

For P.Murali & Co.,  
Chartered Accountants  
Firm Regn No: 007257S

Sd/-

P.Murali Mohana Rao  
Partner  
Membership No: 023412

Place : Hyderabad  
Date : 30-05-2014

## PRAMADA FINVEST LIMITED

Balance Sheet as at 31st March, 2014

Particulars	Note No	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	5,01,63,000	5,01,63,000
(b) Reserves and Surplus	2	(3,60,01,841)	(3,60,41,194)
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3	22,50,000	22,50,000
<b>(3) Current Liabilities</b>			
(a) Short-Term Provisions	4	47,191	44,794
<b>Total</b>		<b>1,64,58,350</b>	<b>1,64,16,600</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) <i>Tangible &amp; Intangible Assets</i>	5	3,397	26,517
(b) Deferred Tax Asset	6	1,14,115	1,11,993
(c) Long-Term Loans and Advances	7	1,59,38,145	1,56,88,145
(d) Other Non Current Assets	8	3,61,784	5,42,676
<b>(2) Current assets</b>			
(a) Cash and Bank Balances	9	40,909	47,269
<b>Total</b>		<b>1,64,58,350</b>	<b>1,64,16,600</b>

Significant Accounting Policies &  
the accompanying Notes are an Integral Part of the Financial Statements  
As Per Our Report of Even Date

For P.Murali & Co.,  
Chartered Accountants  
Firm Regn. No: 007257S

For. Pramada Finvest Limited

Sd/-  
P.Murali Mohana Rao  
Partner  
Membership No. 023412

Sd/-  
S.Ramakrishnam Raju  
Managing Director

Sd/-  
S.Rohini Kumari  
Director

Place : Hyderabad  
Date: 30-05-2014

## PRAMADA FINVEST LIMITED

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

Particulars	Note No	Year Ended 31-03-2014	Year Ended 31-03-2013
		Rupees	Rupees
Revenue from Operations	10	4,73,045	5,09,550
<b>Total Revenue</b>		<b>4,73,045</b>	<b>5,09,550</b>
<u>Expenses:</u>			
Employee Benefit Expenses	11	96,000	96,000
Other Operating Expenses	12	2,55,050	2,09,782
Administrative Expenses	13	32,341	48,371
Financial Costs	14	9,584	9,550
Depreciation and Amortization Expense	5	23,120	46,240
<b>Total Expenses</b>		<b>4,16,095</b>	<b>4,09,943</b>
Profit / (Loss) Before Tax		<b>56,950</b>	<b>99,607</b>
Tax Expense:			
(1) Current tax		19,719	28,558
(2) Deferred tax		(2,122)	(8,708)
Profit / (Loss) After Tax		<b>39,353</b>	<b>79,757</b>
Earning per equity share:			
(1) Basic & Diluted EPS      Rs.		0.01	0.02

Significant Accounting Policies &

the accompanying Notes are an Integral Part of the Financial Statements

As Per Our Report of Even Date

For P.Murali & Co.,  
Chartered Accountants  
Firm Regn. No: 007257S

For. Pramada Finvest Limited

Sd/-  
P.Murali Mohana Rao  
Partner  
Membership No. 023412

Sd/-  
S.Ramakrishnam Raju  
Managing Director

Sd/-  
S.Rohini Kumari  
Director

Place : Hyderabad  
Date: 30-05-2014

## PRAMADA FINVEST LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2014

S.No.	Particulars	For the Year ended on 31.03.2014	For the Year ended on 31.03.2013
A)	<b>Cash Flow from Operating activities :</b>		
	Net Profit after Interest & Depreciation but before Tax	56,950	99,607
	Depreciation	23,120	46,240
	<b>Operating Profit before working capital changes</b>	<b>80,070</b>	<b>1,45,847</b>
	<b>Adjustments for :</b>		
	Short Term Provisions	(17,322)	-
	<b>Cash generated from operations</b>	<b>62,748</b>	<b>1,45,847</b>
	Less: Income Tax paid	-	-
	<b>Net Cash flow from Operating activities (before &amp; after extraordinary items) " A "</b>	<b>62,748</b>	<b>1,45,847</b>
B)	<b>Net Cash from Investing activities :</b>		
	Sale of Non Current Investments	-	-
	Short Term Loan and advances	(2,50,000)	(4,25,000)
	Other Non Current Assets	1,80,892	1,80,892
	<b>Net cash flow from Investing activities " B "</b>	<b>(69,108)</b>	<b>(2,44,108)</b>
C)	<b>Cash Flow from Financing activities</b>		
	Issue of Share Capital	-	-
	Interest paid	-	-
	<b>Net Cash flow from Financing activities " C "</b>	<b>-</b>	<b>-</b>
D)	<b>Net ( Decrease )/ Increase in Cash and Cash Equivalents ( A + B + C )</b>	<b>(6,360)</b>	<b>(98,261)</b>
	Cash and Cash Equivalents at the beginning	47,269	1,45,530
	Cash and Cash Equivalents at the end	40,909	47,269

As Per Our Report of Even Date

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn No. 007257S

For Pramada Finvest Limited

Sd/-

P. Murali Mohana Rao  
Partner  
Membership No. 023412  
Place: Hyderabad  
Date: 30-05-2014

Sd/-

S.Ramakrishnam Raju  
Managing Director

Sd/-

S.Rohini Kumari  
Director

## **SIGNIFICANT ACCOUNTING POLICIES**

### **a. General:**

- (i) These accounts are prepared on the historical cost basis and on the accounting principles of going concern.
- (ii) Accounting policies not specifically referred to otherwise or consistent and in consonance with generally accepted accounting principles.

### **b. Revenue Recognition:**

The Company follows the mercantile system of Accounting and recognizes income and expenditure on accrual basis.

### **c. Investments:**

Investments are stated at cost i.e. cost of acquisition, inclusive of expenses incidental to acquisition wherever applicable.

### **d. Fixed Assets:**

Fixed assets are stated at cost. Cost of acquisition of fixed assets is inclusive of freight, duties, taxes and incidental expenses thereto.

### **e. Depreciation and Amortization:**

Depreciation is provided on straight line method on pro-rata basis and at the rates and manner specified in the schedule XIV of the Companies Act, 1956.

Preliminary Expenses are amortized over the period of 5 years.

### **f. Taxation:**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company. Deferred tax asset and liability is recognized for future tax consequences attributable to the timing difference that result between the profit offered for income tax and the profit as per the financial statements. Deferred tax asset and liability are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

### **g. Gratuity:**

The company has not made any provision for gratuity to its employees, because no employee has put in qualifying period of service for entitlement of this benefit

### **h. Earnings per Share:**

The earning considered in ascertaining the company's earning per share comprises net profit after tax. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year as per AS - 20.

**PRAMADA FINVEST LIMITED**

Notes to Financial Statements for the year ended March 31, 2014

**NOTE NO. 1 : SHARE CAPITAL**

S.No.	Particulars	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
I	Equity Share Capital		
	(a) Authorised ( No. of Shares 5,500,000 Current Year ) ( No. of Shares 5,500,000 Previous Year )	5,50,00,000	5,50,00,000
	(b) Issued ( No. of Shares : 5,016,300 Current Year ) ( No. of Shares : 5,016,300 Previous Year )	5,01,63,000	5,01,63,000
	(c) Subscribed & Fully Paid Up ( No. of Shares : 5,016,300 Current Year ) ( No. of Shares : 5,016,300 Previous Year )	5,01,63,000	5,01,63,000
	(d) Subscribed & not fully paid up	-	-
	(e) Par Value per share Rs. 10/- <b>Total Equity Share capital</b>	<b>5,01,63,000</b>	<b>5,01,63,000</b>
II	<b><u>A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</u></b>	<b>No.Of Shares</b>	
	Equity Shares of Rs.10Each, Fully paid up		
	At the Beginning	50,16,300	50,16,300
	Issued during the year - Cash Issue	-	-
	Forfeited / Bought Back during the year	-	-
At the end	50,16,300	50,16,300	
III	<b><u>Details of Shareholder holding more than 5% shares of the company:</u></b>	<b>% of Share Holding</b>	
	Equity Shares of Rs. 10/- each*  [Note: There is no Shareholder having more than 5% shares of the company.]		

NOTE NO. 2 : RESERVES AND SURPLUS

S. No.	Particulars	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
I	<b>RESERVES AND SURPLUS</b>		
	a) Surplus :		
	Opening Balance - Profit and Loss Account	(3,60,41,194)	(3,61,20,950)
	Add: Transfer from Profit & Loss Account	39,353	79,756
	<b>Total Reserves and Surplus</b>	<b>(3,60,01,841)</b>	<b>(3,60,41,194)</b>

NOTE NO. 3 : LONG TERM BORROWINGS

S.No.	Particulars	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
I	<b>Long Term Borrowings</b>		
	Un Secured		
	From Others	22,50,000	22,50,000
	<b>Total Long Term Borrowings</b>	<b>22,50,000</b>	<b>22,50,000</b>

NOTE NO. 4 : SHORT TERM PROVISIONS

S.No.	Particulars	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
I	a) Other Provisions		
	Audit Fee Payable	27,472	16,236
	Income Tax Payable	19,719	28,558
	<b>Total Short Term Provisions</b>	<b>47,191</b>	<b>44,794</b>



PRAMADA FINVEST LIMITED

NOTE NO.5: TANGIBLE & INTANGIBLE ASSETS AS AT 31-03-2014

Sl. No.	Particulars	Gross Block					Depreciation/Amortization			Net Block as on 31.03.2013	
		As on 01.04.2013	Additions during the year	Deletions during the year	As on 31.03.2014	Dep. As on 01.04.2014	Dep. For the year 2013-2014	Total Depreciation	Net Block as on 31.03.2014		
1	Tangible Fixed Assets:										
	Furniture and Fixtures	7,30,496	-	-	7,30,496	7,03,979	23,120	7,27,099	3,397	26,517	
2	Office Equipment	2,35,996	-	-	2,35,996	2,35,996		2,35,996	-	-	
	<b>TOTAL</b>	<b>9,66,492</b>	<b>-</b>	<b>-</b>	<b>9,66,492</b>	<b>9,39,975</b>	<b>23,120</b>	<b>9,63,095</b>	<b>3,397</b>	<b>26,517</b>	
	Previous Year	9,66,492	-	-	9,66,492	8,93,734	46,240	9,39,975	26,517	72,758	

**PRAMADA FINVEST LIMITED**

Notes to Financial Statements for the year ended March 31, 2014

**NOTE NO. 6 : DEFERRED TAX ASSET ( NET )**

S. No.	Particulars	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
I	Opening Deferred Tax Asset	1,11,993	1,03,285
	Add: Deferred Tax Asset for the year ( Due to SLM and WDV Difference )	2,122	8,708
	<b>Deferred Tax Asset - Net</b>	<b>1,14,115</b>	<b>1,11,993</b>

**NOTE NO. 7 : LONG TERM LOANS AND ADVANCES**

S. No.	Particulars	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
I	<b>Security Deposit</b> Secured, Considered Good	3,000	3,000
II	<b>Advances Recoverable in Cash or in kind</b> Unsecured, Considered Good Other Advances	1,59,35,145	1,56,85,145
	<b>Total Long Term Loans and Advances</b>	<b>1,59,38,145</b>	<b>1,56,88,145</b>

**NOTE NO. 8 : OTHER NON CURRENT ASSETS**

S. No.	Particulars	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
I	a) Unamortised Expenses	3,61,784	5,42,676
	<b>Total Other Non current Assets</b>	<b>3,61,784</b>	<b>5,42,676</b>

**NOTE NO. 9 : CASH AND BANK BALANCES**

S. No.	Particulars	As on 31-03-2014	As on 31-03-2013
		Rupees	Rupees
I	Cash and Cash Equivalents :		
	a) Balances with banks :		
	On Current Accounts	-	12,000
	b) Cash on Hand	40,909	35,269
	<b>Total Cash and Cash Equivalents</b>	<b>40,909</b>	<b>47,269</b>

**PRAMADA FINVEST LIMITED**

Notes to Financial Statements for the year ended March 31, 2014

**NOTE NO. 10 : REVENUE FROM OPERATIONS**

S.No.	Particulars	Year Ended 31-03-2014	Year Ended 31-03-2013
		Rupees	Rupees
I	Revenue from operations (a) Interest received	4,73,045	5,09,550
	<b>Total Revenue from Operations</b>	<b>4,73,045</b>	<b>5,09,550</b>

**NOTE NO. 11 : EMPLOYEE BENEFIT EXPENSES**

S.No.	Particulars	Year Ended 31-03-2014	Year Ended 31-03-2013
		Rupees	Rupees
I	(a) Salaries & Wages	96,000	96,000
	<b>Total Employee Benefit Expenses</b>	<b>96,000</b>	<b>96,000</b>

**NOTE NO. 12 : OTHER OPERATING EXPENSES**

S.No.	Particulars	Year Ended 31-03-2014	Year Ended 31-03-2013
		Rupees	Rupees
I	(a) Share Registration Expenses and others	74,158	28,890
	(b) Miscellaneous Expenses written off	1,80,892	1,80,892
	<b>Total Other Operating Expenses</b>	<b>2,55,050</b>	<b>2,09,782</b>

**NOTE NO. 13 : ADMINISTRATIVE EXPENSES**

S.No.	Particulars	Year Ended 31-03-2014	Year Ended 31-03-2013
		Rupees	Rupees
I	(a) Office Maintenance	18,360	24,150
	(b) Professional and Consultancy charges	-	10,000
	(c) Postage, Telephone and Courier charges	2,745	2,985
	(d) Payment to Auditors:		
	(i) As Auditor	11,236	11,236
	<b>Total Administrative Expenses</b>	<b>32,341</b>	<b>48,371</b>

**NOTE NO. 14 : FINANCE COST**

S.No.	Particulars	Year Ended 31-03-2014	Year Ended 31-03-2013
		Rupees	Rupees
I	(a) Interest Expenses - Loan processing Charges & Bank Charges	9,584	9,550
	<b>Total Finance Cost</b>	<b>9,584</b>	<b>9,550</b>

**Notes to Financial Statements for the Year Ended March 31,2014**

15. Earnings Per Share:

Particulars	As at 31 <sup>st</sup> March 2014	As at 31 <sup>st</sup> March 2013
Net Profit for the Year ( Rs. )	39,353	79,757
Weighted Average No. of Shares Outstanding during the year	50,16,300	50,16,300
Basic & Diluted Earnings per Share (Rs.)	0.01	0.02
Nominal Value of the Share(Rs.)	10/-	10/-

16. There are no dues to SSI Units outstanding for more than 30 days.

17. Closing Balances of Debtors / Creditors / Loans & Advances are subjected to confirmation from the Parties.

18. Previous year's figures have been regrouped wherever necessary.

19. The figures have been rounded off to the nearest rupee.

As per our report of even date

For and on behalf of the Board

For P. Murali & Co.,  
Chartered Accountants  
Firm Regn No. 007257S

Pramada Finvest Limited

Sd/-

Sd/-

Sd/-

P. Murali Mohana Rao  
Partner  
Membership No.023412

S.Ramakrishnam Raju  
Managing Director

S.Rohini Kumari  
Director

Place: Hyderabad

Date: 30-05-2014

**M/s. PRAMADA FINVEST LIMITED**

**Plot No.559, Arora Colony, Road No.3, Banjara Hills, Hyderabad – 500 034**

**22<sup>ND</sup> Annual General Meeting – Tuesday – 30<sup>th</sup> September 2014**

**Attendance Slip**

**Folio no. / DPID and Client ID no:**

**No. of shares**

Name and address of First/sole shareholder:

I, hereby record my presence at the 22<sup>ND</sup> Annual General Meeting of the Company to be held on Tuesday 30<sup>th</sup> September, 2014 at 4.00 P.M at **Plot No.559, Arora Colony, Road No.3, Banjara Hills, Hyderabad – 500 034**

Name of the Member/Proxy  
(Block Letters)

Signature of the Member/Proxy

**Notes:**

- a. Only Member/Proxy can attend the Meeting. No minors would be allowed at the Meeting.
- b. Member/Proxy who wish to attend the Meeting must bring this attendance slip to the Meeting and hand over at the entrance duly filled in and signed.
- c. Member/Proxy should bring his/her copy of the Annual Report for reference at the Meeting.

**M/s. PRAMADA FINVEST LIMITED**  
**Plot No.559, Arora Colony, Road No.3, Banjara Hills, Hyderabad – 500 034**

*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 : L65993TG1992ULL014608**

**Name of the company: PRAMADA FINVEST LIMITED**

**Registered office:**

**Plot No.559, Arora Colony, Road No.3, Banjara Hills, Hyderabad – 500 034**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

**I/We, being Member /Members of : PRAMADA FINVEST LIMITED**

**1. Name: .....**

**Address:**

**E-mail Id:**

**Signature:....., or failing him**

**2. Name: .....**

**Address:**

**E-mail Id:**

**Signature:....., or failing him**

**3. Name: .....**

**Address:**

**E-mail Id:**

**Signature:.....**

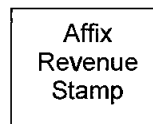
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>ND</sup> Annual general meeting of the company, to be held on the Tuesday the 30th September 2014 at 4.00 P.M at Plot No.559, Arora Colony, Road No.3, Banjara Hills, Hyderabad – 500 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon
2.	To appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company for a term of three years upto the conclusion of 25 <sup>th</sup> Annual General Meeting to be held in the year 2017 subject to ratification at every Annual General Meeting and fix their remuneration
Special Business	
3.	To appoint Sri. Uddaraju Samba Siva Varma as Independent Director
4.	To appoint Sri U Sambasiva Varma as Independent Director
5.	To appoint Sri. K Radha Krishna as Independent Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_



**Note:**

- a. Proxy need not be a member of the Company.
- b. The Proxy Form duly filled in and signed by the Member(s) across the revenue stamp should reach the Company's Registered Office at least 48 hours before the commencement of the meeting.
- c. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.