

**PRAMADA FINVEST LIMITED**

***24<sup>th</sup> ANNUAL REPORT***

***2015-2016***

**PRAMADA FINVEST LIMITED**

**CIN: 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

**Composition of Audit Committee:**

<b>Name of the Director</b>		<b>Chairman/Member</b>
Sri. S Nagendra Varma	Independent & Non Executive Director	Chairman
Sri. U Sambasiva Varma	Independent & Non Executive Director	Member
Sri. K Radha Krishna	Independent & Non Executive Director	Member

**Composition of Remuneration Committee:**

<b>Name of the Director</b>	<b>Category</b>	<b>Chairman/Member</b>
Sri. S Nagendra Varma	Independent & Non Executive Director	Chairman
Sri. U Sambasiva Varma	Independent & Non Executive Director	Member
Sri. K Radha Krishna	Independent & Non Executive Director	Member

**Composition of Investor Grievance Committee:**

<b>Name of the Director</b>	<b>Nature of directorship</b>	<b>Chairman/Member</b>
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

**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**

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

## **LISTING**

BSE Limited, Mumbai

Scrip ID - 531293

ISIN : INE475F01015

**PADMALAYA TELEFILMS LIMITED**

**NOTICE**

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of M/s.Pramada Finvest Limited will be held on Friday, the 30th day of September 2016 at 11.00 AM 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 Financial Statements of the Company for the year ended 31 March, 2016 including audited Balance Sheet as at 31 March, 2016 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon.
2. To appoint a Director in place of Sri. S. Rohini Kumari who retires by rotation and being eligible offers herself for reappointment.
3. To ratify the re-appointment of M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting to be held in the year 2017 and fix their remuneration by Passing the following Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the re-appointment of M/s. P. Murali & Co., Chartered Accountants, Hyderabad as statutory Auditors of the company be and are hereby ratified to hold the office from the conclusion of this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors”.

By Order of the Board of Directors

Place : Hyderabad  
Date : 10<sup>th</sup> August, 2016

(S Ramakrishnam Raju)  
Chairman & Managing Director

**Notes:**

1. **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.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. The relevant details of Directors seeking re-appointment under item no. 2, of this Notice are provided in the Annual Report.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', to M/s. Aarthi Consultants Pvt. Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
6. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23<sup>rd</sup> September 2016, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Tuesday, 27<sup>th</sup> September 2016 and will end at 5.00 p.m. on Thursday, 30<sup>th</sup> September 2016. The Company has appointed C.S. Sarada Putcha, Company Secretary in Practice, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

#### **PROCEDURE FOR E-VOTING**

- I. The Company has entered into an arrangement with CDSL for facilitating e-voting to all the Share Holders of the company for AGM. The instructions for e-voting are as under:

#### **1. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 27<sup>th</sup> September 2016 at 10.00 A.M. and ends on Thursday 29<sup>th</sup> September 2016 at 5.00 P.M. 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 23<sup>rd</sup> September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
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> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for PRAMADA FINVEST LTD on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The e-voting module shall be disabled by CDSL after 5.00 p.m. on 29th September 2016.
- (xxi) The results shall be declared on or before 3<sup>rd</sup> October 2016. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.
2. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Aarathi Consultants Private Limited / Investor Service Department of the Company immediately.
  3. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Aarathi Consultants Private Limited / Investor Service Department of the Company.
  4. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
  5. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**Additional information on Retiring Directors required to be furnished as per the Listing Agreement.**

Brief Details of Directors seeking re-appointment at this Annual General Meeting

<b>Name of the Director</b>	Smt. S. Rohini Kumari
<b>Date of Appointment</b>	2 <sup>nd</sup> August 2011
<b>Date of Birth</b>	6 <sup>th</sup> October 1956
<b>Expertise in Specific functional areas</b>	Rich Experience in Business
<b>List of Companies in which Directorships held as on 31.03.2016.</b>	Nil
<b>Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2016.</b>	Nil



## DIRECTORS' REPORT

To  
The Members  
PRAMADA FINVEST LTD

Your Directors have pleasure in presenting the 24<sup>th</sup> Annual Report on the business of your company and the Audited Financial Statements for the year ended on 31<sup>st</sup> March 2016 thereof. The Business and operations of the company over the last fiscal year are briefly encapsulated below:

### Financial Results

(Rs.In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March 2016	Previous ended On 31 <sup>st</sup> March 2015
Gross Income from Operations	2.63	3.53
Profit / (Loss) Before Tax	0.05	0.28
Profit / (Loss) after Tax	0.04	(0.91)

### Out look for the current year

Your Company, to strengthen its stand in the market, had taken all the measures and Board of Directors assures you the same in the years to come.

### Dividend

The Board could not recommend dividend during the year under review in absence of profits.

### BUSINESS RISK MANAGEMENT

The Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks.

### DEPOSITS

The Company has not accepted deposits covered under Chapter V of the Companies Act, 2013 and accordingly, the disclosure requirements stipulated under the said Chapter are not applicable.

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the company has not given any loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, except the remuneration to managerial personnel, there is no related party transactions to be disclosed.

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith elsewhere in the Annual Report.

## **DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES**

As on 31<sup>st</sup> March 2016, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

## **CORPORATE GOVERNANCE**

Your Directors are happy to report that your Company is compliant with the Corporate Governance requirements as per the provisions of SEBI (LODR) Regulations. 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.

## **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

A Management Discussion and Analysis Report, has been attached and forms part of the Annual Report.

## **ADDITIONAL INFORMATION AS REQUIRED U/ S 134(3)(m) OF THE COMPANIES ACT, 2013**

- (a) Conservation of Energy:
- (i) details of steps taken by the company for utilising alternate sources of energy, and
  - (ii) the capital investment on energy conservation equipments, are -
- The company is not engaged in manufacturing activities, and as such the particulars relating to conservation of energy is not applicable. The company makes every effort to conserve energy as far as possible in its editing facilities, Production Floors, Office etc.
- (b) (i) Technology Absorption, adaptation and innovation:-
- The company is not engaged in manufacturing activities, and as such the particulars

relating to Research, Development and technology absorption are not applicable.

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

(c) Foreign exchange earnings: Nil

(d) 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 rule 5(2) of the Companies (Appointment and Remuneration of managerial Personnel) Rules 2014

## **STATUTORY AUDITORS**

Pursuant to the members' resolution passed at the previous Annual General Meeting, M/s. P. Murali & Co., Chartered Accountants, were appointed as Statutory Auditors for a period of three years subject to ratification at every Annual General Meeting and a resolution for the said ratification of appointment of the said Statutory Auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting to be held in the year 2016 was proposed in the notice attached to this Annual report after obtaining the confirmation and eligibility certificate from the said firm.

## **BOARD AND COMMITTEES PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board has carried out an annual performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.

## **NUMBER OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR AND THE DATES OF THE BOARD MEETINGS:**

The dates on which the above Board meetings were held are as follows;

30<sup>th</sup> May 2015, 14<sup>th</sup> August 2015, 14<sup>th</sup> November 2015 and 13<sup>th</sup> February 2016.

## **DIRECTORS & INDEPENDENT DIRECTORS**

At the 22<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2014, the Members of the Company had appointed Independent Directors of the Company, for a period of 5 years. All Independent Directors have given declarations that they meet the criteria of independence as laid

down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Company has received declarations from the Independent Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and are available for inspection at the registered office of the Company.

Smt. S. Rohini Kumari, Director of the Company retires at this Annual General Meeting and eligible offers herself for re-appointment. Directors re-commend her re-appointment

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors responsibilities Statement it is hereby confirmed:

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

#### **POLICIES**

##### **Material Subsidiary**

During the year ended March 31, 2016, the Company does not have any material listed/unlisted subsidiary companies as defined under the provisions of SEBI (LODR) Regulations 2015. The policy on determining material unlisted subsidiary of the Company is approved by the Board of Directors of the company.

## **Vigil Mechanism**

The Board of Directors of the company are committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal. As a public company the integrity of the financial matters of the Company and the accuracy of financial information is paramount. The stakeholders of the Company and the financial markets rely on this information to make decisions. For these reasons, the Company must maintain workplace where it can retain and treat all complaints concerning questionable accounting practices, internal accounting controls or auditing matters or concerning the reporting of fraudulent financial information to our shareholders, the Government or the financial markets. The employees should be able to raise these free of any discrimination, retaliation or harassment. Pursuant to the policy, employees are encouraged to report questionable accounting practices to Sri. S Nagendra Varma Chairman of Audit Committee through email or by correspondence through post.

## **Familiarisation programme for Independent Directors**

Pursuant to the provisions of SEBI (LODR) Regulations 2015, the Company has formulated a programme for familiarising the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc through various initiatives.

## **Key Managerial Personnel**

Sri. S Ramakrishnam Raju, is the Chairman & Managing Director of the Company and the company is under process to appoint Chief Financial Officer and also Company Secretary who comes under Key Managerial Personnel category in accordance with the Section 203 of the Companies Act, 2013.

## **Related Party Transaction**

Policy on dealing with Related Party Transactions is approved by the Board. No related party transactions were entered into during the financial year under review, except remuneration to managerial personnel, there are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The same was discussed by the Audit Committee as also the Board. The policy on Related Party Transactions as approved by the Board. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

## **Internal Financial Controls**

The Company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

## **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report is obtained by the company from C.S. Mr. Y Ravi Prasada Reddy Practising Company Secretaries, Hyderabad and forms part of this Annual report.

## **Disclosures pursuant to The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The details of remuneration paid to the Managerial Personnel are as under -

1. The Disclosures pursuant to sub-rule (1) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forms part of the Board's Report.
2. The Disclosures pursuant to sub-rule (2) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company forms part of the Board's Report.

## **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details pertaining to criteria for determining qualifications, positive attributes and independence of a Director and remuneration policy have been provided in Section of the attached Corporate Governance Report.

## **Significant and Material Orders Passed by the Regulators or Courts**

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations

## **Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

## **PERSONNEL**

The relationship between the management and the staff was very cordial throughout the year under review. Your Directors take this opportunity to record their appreciation for the cooperation and loyal services rendered by the employees.

## **ACKNOWLEDGEMENTS**

Your Directors place on record their appreciation of the continuous assistance and co-operation extended to your Company by the valued customers, bankers, Reserve Bank India, SEBI, Bombay Stock Exchange Limited & National Stock Exchange of India Limited and all other regulatory Authorities. The Directors also sincerely acknowledge the significant contributions made by all the employees for their dedicated services to the Company.

By orders of the Board.

Place : Hyderabad

Date : 10<sup>th</sup> August, 2016

(S Ramakrishnam Raju)  
Chairman & Managing Director

**FormNo.MR-3**  
**SECRETARIAL AUDIT REPORT**

For the period ended on 31<sup>st</sup> March 2016

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

To,  
The Members,  
PramadaFinvestLimited  
Plot No. 559, Arora Colony,  
Road No.3, Banjara Hills,  
Hyderabad – 500 034.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. PramadaFinvest Limited** (hereinafter referred as the **“Company”**) having CIN:L65993TG1992ULL014608. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the **“Financial Year”** ended on **March 31<sup>st</sup>, 2016, (i.e from April 01<sup>st</sup>, 2015 to March 31<sup>st</sup>, 2016)** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- A. The Companies Act, 2013(the “Act”)and the rules made there under;
- B. The Securities Contracts(Regulation)Act, 1956(“SCRA”)and the rules made there under;
- C. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- D. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



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

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(Not applicable to the Company during the financial year)
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(Not applicable to the Company during the financial year)
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28<sup>th</sup> October, 2014(Not applicable to the Company during the financial year)
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the financial year)
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client(Not applicable to the Company during the financial year)
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the financial year)
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the financial year)

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the financial year).
2. The provisions of SEBI (LODR) Regulations 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. *However the shares of the company were not traded either in BSE or MSE during the period under review. The trading (of shares) was suspended (earlier before the beginning of financial period) by BSE and MSE due to penal reasons.*

I further report that, having regard to the compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof, on test check basis, the Company has complied with all the industrial specific applicable laws.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent in advance as required, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that during the year under report, the Company has not undertaken any major event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Annexure – A attached to this report forms part of this report.

Date 30<sup>th</sup> May, 2016  
Place Hyderabad

Y Ravi Prasada Reddy  
Practising Company Secretary  
CP NO: 5360  
Membership No: FCS 5783.

To,  
The Members,  
Pramada Finvest Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date 30<sup>th</sup> May, 2016  
Place Hyderabad

Y Ravi Prasada Reddy  
Practising Company Secretary  
CP NO: 5360  
Membership No: FCS 5783.

**ANNEXURE - 2****Form No. MGT-9****EXTRACT OF ANNUAL RETURN  
as on the financial year ended on  
31<sup>ST</sup> March 2016**

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

**I. REGISTRATION AND OTHER DETAILS:**

<b>i.</b>	<b>CIN</b>	<b>:</b>	<b>L65993TG1992ULL014608</b>
<b>ii.</b>	<b>Registration Date</b>	<b>:</b>	<b>31/07/1992</b>
<b>iii.</b>	<b>Name of the Company</b>	<b>:</b>	<b>PRAMADA FINVEST LIMITED</b>
<b>iv.</b>	<b>Category / Sub-Category of the Company</b>	<b>:</b>	<b>Indian - Non- Govt. Company</b>
<b>v.</b>	<b>Address of the Registered office and contact details</b>	<b>:</b>	<b>Plot No. 559, Arora Colony, Road No. 3, Banjara Hills, Hyderabad - 500034</b>
<b>vi.</b>	<b>Whether listed company Yes / No</b>	<b>:</b>	<b>Yes</b>
<b>vii.</b>	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	<b>:</b>	<b>M/S. Aarthi Consultants Pvt. Ltd., 1-2-285, Domalguda, Hyderabad - 500 029 Tel. No.: 040-2763 8111, 2763 4445 Fax :0091-40-2763 2184</b>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

<b>Sl. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	Misc.Commercial Services		

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

<b>S. NO</b>	<b>Name and address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary / Associate</b>
1	NA		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

	CATEGORY	No. of Shares held As on 31.03.2015	%of holding	No. of Shares held As on 31.03.2016	%of holding
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group:</b>				
(1)	Indian				
a.	Individuals/Hindu Undivided Family	2293500	45.72	2293500	45.72
b.	Central Government/State Government	0.00	0.00	0.00	0.00
c.	Bodies Corporate	0.00	0.00	0.00	0.00
d.	Financial Institutions / Banks	0.00	0.00	0.00	0.00
	Others:	0.00	0.00	0.00	0.00
e.	Mutual funds	0.00	0.00	0.00	0.00
f.	Trusts	0.00	0.00	0.00	0.00
	<b>Sub-Total (A)(1)</b>	<b>2293500</b>	<b>45.72</b>	<b>2293500</b>	<b>45.72</b>
(2)	Foreign				
a.	Individuals (Non-Residents Individuals / Foreign Individuals)	600000	11.96	600000	11.96
b.	Bodies Corporate	0.00	0.00	0.00	0.00
c.	Institutions	0.00	0.00	0.00	0.00
	Others:	0.00	0.00	0.00	0.00
d.	Overseas Corporate Bodies	0.00	0.00	0.00	0.00
	<b>Sub-Total (A)(2)</b>	<b>600000</b>	<b>11.96</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>2893500</b>	<b>57.68</b>
<b>(B)</b>	<b>Public Shareholding</b>				
(1)	Institutions	0.00	0.00	0.00	0.00
a.	Mutual funds / UTI	0.00	0.00	0.00	0.00
b.	Financial Institutions / Banks	0.00	0.00	0.00	0.00
c.	Central Government/State Government	0.00	0.00	0.00	0.00
d.	Venture Capital Funds	0.00	0.00	0.00	0.00
e.	Insurance Companies	0.00	0.00	0.00	0.00
f.	Foreign Institutional Investors	0.00	0.00	0.00	0.00
g.	Foreign Venture Capital Investors	0.00	0.00	0.00	0.00
	Others:	0.00	0.00	0.00	0.00
h.	Foreign Companies	0.00	0.00	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	<b>Non- Institutions</b>				
a.	Bodies Corporate	23900	0.48	23900	0.48
b.	Individuals				
	i). Individual Shareholders holding Nominal Share Capital upto Rs. 1	1105200	22.03	1105200	22.03

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

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	TOTAL PROMOTER GROUP	2893500	57.68	0	2893500	57.68	0	Nil

Details are available at the registered office of the company for free of cost

iii) Change in Promoters' Shareholding (please specify, if there is no change): **NO CHANGE**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2893500	57.68	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NA	NA	NA	NA
	At the end of the year	2893500	57.68	Na	NA

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

SN	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the Year		Share holding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Details are available at the registered office of the company for free of cost						

**V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount Rs. In Lakhs	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii) Rs. In Lakhs</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>	0	0	0	0
i) Principal Amount Rs. In Lakhs	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii) Rs. In Lakhs</b>	0	0	0	0



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (Rs.)
1	Gross salary	---	---			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	----	----			
2	Stock Option	---	---			
3	Sweat Equity	---	---			
4	Commission - as % of profit - others, specify...	---	---			
5	Others, please specify	---	---			
	Total (A)					
	Ceiling as per the Act	--	--	--	--	--

**B. Remuneration to other directors: NIL**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					

	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Remuneration	Managerial			
	Overall Ceiling as per the Act				

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	----	----	----	----
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	----
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	----	----	----	----
2	Stock Option	----	----	----	----
3	Sweat Equity	----	----	----	----
4	Commission	----	----	----	----
	- as % of profit	----	----	----	----
	others, specify...	----	----	----	----
5	Others, please specify	----	----	----	----
	Total	----	----	----	----

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

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

**ANNEXURE – “A” TO DIRECTORS REPORT- CORPORATE GOVERNANCE  
(Pursuant to SEBI( LODR) Regulations 2015)**

**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 the provisions of SEBI (LODR) Regulations 2015 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, 2016.
- 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 8 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	
					Member	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	3	None	None
Mr.U Sambasiva Varma	Independent and Non-Executive Director	Director	None	2	None	None
Mr. K Radha Krishna	Independent and Non-Executive Director	Director	None	3	None	None

d). Five 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 2015, 14<sup>th</sup> August 2015, 14<sup>th</sup> November 2015 and 13<sup>th</sup> February 2016.

### Number of Board meetings held and attendance of the Directors during the Financial Year 2015-2016:

Name of the Director	No. of Meetings held	No. meetings attended	Presence at AGM
Mr.S.Ramakrishnam Raju	4	4	Yes
Smt. Roshini Kumari	4	4	Yes
Mr. S.Nagendra Varma	4	4	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 required under SEBI (LODR) Regulations 2015, has been placed before the Board for its consideration

### 3. AUDIT COMMITTEE:

l). The Audit Committee of the Company is constituted in line with the provisions of SEBI (LODR) Regulations 2015 read with the provisions of the Companies Act, 2013

- II) The terms of reference of the Audit Committee include a review of;
- a. 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.
  - b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
  - c. 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.
  - d. Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
  - e. 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 2015 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). The dates on which the said meetings were held are as follows 30<sup>th</sup> May 2015, 14<sup>th</sup> August 2015, 14<sup>th</sup> November 2015 and 13<sup>th</sup> February 2016.

The necessary quorum was present at all the meetings Attendance during the year 2015-16

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 2015-2016 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 2016 were: NIL

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

AGM	YEAR	VENUE	DATE	TIME
23 <sup>rd</sup>	2014-15	Plot No.559,Arora Colony ,Road No.3, Banjara Hills, HYDERABAD - 500 034	30.09.2015	11.00 A.M
22 <sup>nd</sup>	2013-14	Plot No.559,Arora Colony ,Road No.3, Banjara Hills, HYDERABAD - 500 034	30.09.2014	4.00 P.M
21 <sup>st</sup>	2012-13	Plot No.559,Arora Colony ,Road No.3, Banjara Hills, HYDERABAD - 500 034	30.09.2013	4.00 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 2016
Time	11.00 A.M.
Venue	Plot No.559,Arora Colony ,Road No.3, Banjara Hills, HYDERABAD - 500 034

<b>(ii) Financial Calendar</b> 1 <sup>st</sup> April to 31 <sup>st</sup> March And the financial reporting will be as follows:	
Quarter ending June, 30, 2016	Declared on 10 <sup>th</sup> August 2016
Quarter ending September 30, 2016	On or before 14 <sup>th</sup> November 2016
Quarter ending December 31, 2016	On or before 14 <sup>th</sup> February 2017
Quarter ending March 31, 2017	On or before 15 <sup>th</sup> May 2017
Annual General Meeting for FY ended 31 <sup>st</sup> March, 2017	Before end of September, 2017

<b>(III) Date of Book Closure</b>	24 <sup>th</sup> September 2016 to 30 <sup>th</sup> September 2016
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<b>(IV) Dividend payment date</b>	Not Applicable
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<b>(V) Listing on Stock Exchanges</b>	1. BSE Limited.
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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.
--	--

<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. Aarathi 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>
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 31-03-2016**

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 2016**

<b>(XI) (b) Distribution of Shareholding as on 31-03-2013</b>			
	CATEGORY	No. of Shares held	%of shareholding
<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>	2293500	45.72
(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>	600000	11.96
	<b>Total Shareholding of Promoter and Promoter Group A = (A)(1)+ (A)(2)</b>	2893500	57.68
<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>
<b>(C)</b>	<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>

<b>(XII) Dematerialization of shares &amp; liquidity</b>	
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.	
<b>(XIII) Outstanding GDRs/ADRs./Warrants or any Convertible instruments, conversation date and likely impact on equity.</b>	
The Company has not issued any GDRs./ADRs/ Warrants or any convertible instruments.	
<b>(XIV) Plant Locations</b>	Not Applicable
<b>(XV) Address for Correspondence</b>	Plot No.559, Arora Colony, Road No.3, Banjara Hills , Hyderabad – 500 034

#### 11. SEBI Complaints Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

## **CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY**

We, S.Ramakrishnam Raju, Managing Director of M/s. PRAMADA FINVEST LIMITED, hereby certify to the Board that :

- a) We have reviewed financial statements and the Cash Flow statement for the year and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement for the year or omit any material fact or contain statements that might be misleading:
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls in the Company and that 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 operations of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee As:
  - i) There is no changes in internal control during the year,
  - ii) There is no changes in accounting policies during the year,
  - iii) Instances of significant fraud of which they 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.
- e) We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct)
- f) We further declare that all Board Members and designated Senior Management have performed compliance with the Code of Conduct for the current year.

Place : Hyderabad  
Date : 10<sup>th</sup> August 2016

S.Ramakrishnam Raju  
Managing Director

## **CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

To

The Members,  
Pramada Finvest Limited  
Hyderabad

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s Pramada Finvest Limited (“the company”) for the year ended 31<sup>st</sup> March, 2016

The compliance of the conditions of the Corporate Governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on Certification of Corporate governance” issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance.

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.

FOR P. MURALI & CO.,  
CHARTERED ACCOUNTANTS  
FRN: 007257 S

P. MURALI MOHANA RAO  
PARTNER  
Membership No. 23412

PLACE : HYDERABAD  
Date: 10<sup>th</sup> August 2016

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members**

### **PRAMADA FINVEST LIMITED**

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

We have audited the accompanying financial statements M/s PRAMADA FINVEST LIMITED ("the Company"), which comprises the Balance Sheet as at March 31, 2016, 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 Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements:

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its profit and its cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 .



- e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in ' Annexure B'; and
- g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

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

A.Krishna Rao  
Partner  
M.No. 020085

Place: Hyderabad  
Date: 30/05/2016

## **Annexure A to the Auditors Report**

**Annexure referred to in Independent Auditors Report to the Members of PRAMADA FINVEST LIMITED on the Financial statements for the year ended 31<sup>st</sup> March 2016, we report that:**

- i. The company has no fixed assets and as such maintenance of records and physical verification of the same does not apply.
- ii. The Company does not have any inventory and as such the physical verification and maintenance of proper records of the same does not arise.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.
- iv. The Company has not granted any loans or made any Investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act. Therefore, the provisions of clause 3(iv) of the said order are not applicable to the company.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. In respect of the Company, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of The Companies Act, 2013.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Income-tax and other material statutory dues, as applicable, with the appropriate authorities in India ;  
  
(b) According to the information and explanations given to us no undisputed amounts payable in respect of Income-tax and other material statutory dues in arrears as at 31<sup>st</sup> March 2015 for a period of more than 6 months for the date they became payable.

(c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

- viii. The company has not taken any loans from financial institution/banks and has not issued any debentures. Hence the clause as regards the regularity of repayment is not applicable.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and no term loans were obtained during the year.
- x. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable
- xiii. The Company has not entered transactions with related parties during the year as such the provisions of sec.177 and 188 are not applicable to the company.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.

- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

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

A.Krishna Rao  
Partner  
M.No. 020085

Place: Hyderabad  
Date: 30/05/2016

## **Annexure B to the Independent Auditor's Report**

### **Report on the Internal Financial Controls under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')**

We have audited the internal financial controls over financial reporting of M/s PRAMADA FINVEST LIMITED ('the company') as of 31<sup>st</sup> March 2016 in conjunction with our audit of Financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

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

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

A.Krishna Rao  
Partner  
M.No. 020085

Place: Hyderabad  
Date: 30/05/2016

**Balance Sheet as at 31st March, 2016**

Particulars	Note No	As on 31-03-2016	As on 31-03-2015
		Rupees	Rupees
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	5,01,63,000	5,01,63,000
(b) Reserves and Surplus	3	(3,60,89,181)	(3,60,93,293)
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	22,50,000	22,50,000
<b>(3) Current Liabilities</b>			
(a) Short-Term Provisions	5	51,128	44,038
<b>Total</b>		<b>1,63,74,947</b>	<b>1,63,63,745</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) <i>Tangible &amp; Intangible Assets</i>		-	-
(b) Deferred Tax Asset		-	-
(c) Long-Term Loans and Advances	6	1,63,05,145	1,60,80,145
(d) Other Non Current Assets	7	-	1,80,892
<b>(2) Current assets</b>			
(a) Cash and Bank Balances	8	69,802	1,02,708
<b>Total</b>		<b>1,63,74,947</b>	<b>1,63,63,745</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

A.Krishna Rao  
Partner  
Membership No. 020085

S.Ramakrishnam Raju  
Managing Director

S.Rohini Kumari  
Director

Place : Hyderabad  
Date: 30-05-2016



**Statement of Profit and Loss for the year ended 31st March, 2016**

Particulars	Note No	Year Ended 31-03-2016	Year Ended 31-03-2015
		Rupees	Rupees
Revenue from Operations	9	2,63,250	3,53,360
Other Income	10	-	18,270
<b>Total Revenue</b>		<b>2,63,250</b>	<b>3,71,630</b>
<u>Expenses:</u>			
Employee Benefit Expenses	11	36,000	96,000
Other Operating Expenses	12	1,80,892	2,00,892
Administrative Expenses	13	41,276	32,881
Financial Costs	14	-	10,467
Depreciation and Amortization Expense		-	3,397
<b>Total Expenses</b>		<b>2,58,168</b>	<b>3,43,637</b>
Profit / (Loss) Before Tax		<b>5,082</b>	<b>27,993</b>
Tax Expense:			
(1) Current tax		970	5,330
(2) Deferred tax		-	1,14,115
Profit / (Loss) After Tax		<b>4,112</b>	<b>(91,452)</b>
Earning per equity share:			
(1) Basic & Diluted EPS	Rs.	0.001	(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

A.Krishna Rao  
Partner  
Membership No. 020085

S.Ramakrishnam Raju  
Managing Director

S.Rohini  
Kumari  
Director

Place : Hyderabad  
Date: 30-05-2016

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2016**

S.No.	Particulars	For the Year ended on 31.03.2016	For the Year ended on 31.03.2015
A)	<b>Cash Flow from Operating activities :</b>		
	Net Profit after Interest & Depreciation but before Tax	5,082	27,993
	Depreciation	-	3,397
	<b>Operating Profit before working capital changes</b>	<b>5,082</b>	<b>31,390</b>
	<b>Adjustments for :</b>		
	Short Term Provisions	6,120	(8,483)
	<b>Cash generated from operations</b>	<b>11,202</b>	<b>22,907</b>
	Less: Income Tax paid	-	-
	<b>Net Cash flow from Operating activities (before &amp; after extraordinary items) " A "</b>	<b>11,202</b>	<b>22,907</b>
	B)	<b>Net Cash from Investing activities :</b>	
Sale of Non Current Investments		-	-
Short Term Loan and advances		(2,25,000)	(1,42,000)
Other Non Current Assets		1,80,892	1,80,892
<b>Net cash flow from Investing activities " B "</b>	<b>(44,108)</b>	<b>38,892</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>(32,906)</b>	<b>61,799</b>
	Cash and Cash Equivalents at the beginning	1,02,708	40,909
	Cash and Cash Equivalents at the end	69,802	1,02,708

As Per Our Report of Even Date

For P. Murali & Co.,

Chartered Accountants

Firm Regn No. 007257S

For Pramada Finvest Limited

A.Krishna Rao

Partner

Membership No. 020085

Place: Hyderabad

Date: 30-05-2016

S.Ramakrishnam Raju

Managing Director

S.Rohini Kumari

Director

**CERTIFICATE**

To  
The Board of Directors  
M/s. PRAMADA FINVEST  
LIMITED

We have examined the above cash flow statement of PRAMADA FINVEST LIMITED for the year ended 31st, March, 2015. This has been prepared by the Company is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

FOR P MURALI & CO.,  
CHARTERED ACCOUNTANTS  
Firm Regn. No: 007257S

Place: Hyderabad  
Date : 30-05-2015

A.Krishna Rao  
PARTNER

Notes to Financial Statements for the year ended March 31, 2016

NOTE NO. 2 : SHARE CAPITAL

S.No.	Particulars	As on 31-03-2016	As on 31-03-2015
		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>	
	<b>Equity Shares of Rs.10Each, Fully paid up</b>		
	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. 3 : RESERVES AND SURPLUS**

S. No.	Particulars	As on 31-03-2016	As on 31-03-2015
		Rupees	Rupees
I	<b>RESERVES AND SURPLUS</b>		
	a) Surplus :		
	Opening Balance - Profit and Loss Account	(3,60,93,293)	(3,60,01,841)
	Add: Transfer from Profit & Loss Account	4,112	(91,452)
	<b>Total Reserves and Surplus</b>	<b>(3,60,89,181)</b>	<b>(3,60,93,293)</b>

**NOTE NO. 4 : LONG TERM BORROWINGS**

S.No.	Particulars	As on 31-03-2016	As on 31-03-2015
		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. 5 : SHORT TERM PROVISIONS**

S.No.	Particulars	As on 31-03-2016	As on 31-03-2015
		Rupees	Rupees
I	a) Other Provisions		
	Audit Fee Payable	50,158	38,708
	Income Tax Payable	970	5,330
	<b>Total Short Term Provisions</b>	<b>51,128</b>	<b>44,038</b>

**Notes to Financial Statements for the year ended March 31, 2016**

**NOTE NO. 6 : LONG TERM LOANS AND ADVANCES**

S. No.	Particulars	As on 31-03-2016	As on 31-03-2015
		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	1,63,02,145	1,60,77,145
	<b>Total Long Term Loans and Advances</b>	<b>1,63,05,145</b>	<b>1,60,80,145</b>

**NOTE NO. 7 : OTHER NON CURRENT ASSETS**

S. No.	Particulars	As on 31-03-2016	As on 31-03-2015
		Rupees	Rupees
I	a) Unamortised Expenses	-	1,80,892
	<b>Total Other Non current Assets</b>	<b>-</b>	<b>1,80,892</b>

**NOTE NO. 8 : CASH AND BANK BALANCES**

S. No.	Particulars	As on 31-03-2016	As on 31-03-2015
		Rupees	Rupees
I	Cash and Cash Equivalents :		
	a) Balances with banks :		
	On Current Accounts	12,814	12,814
	b) Cash on Hand	56,988	89,894
	<b>Total Cash and Cash Equivalents</b>	<b>69,802</b>	<b>1,02,708</b>

Notes to Financial Statements for the year ended March 31, 2016

NOTE NO. 9 : REVENUE FROM OPERATIONS

S.No.	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
		Rupees	Rupees
I	Revenue from operations (a) Interest received	2,63,250	3,53,360
	<b>Total Revenue from Operations</b>	<b>2,63,250</b>	<b>3,53,360</b>

NOTE NO. 10 : OTHER INCOME

S.No.	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
		Rupees	Rupees
I	(a) Profit on Sale of Assets	-	18,270
	<b>Total Other Income</b>	<b>-</b>	<b>18,270</b>

NOTE NO. 11 : EMPLOYEE BENEFIT EXPENSES

S.No.	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
		Rupees	Rupees
I	(a) Salaries & Wages	36,000	96,000
	<b>Total Employee Benefit Expenses</b>	<b>36,000</b>	<b>96,000</b>

NOTE NO. 12 : OTHER OPERATING EXPENSES

S.No.	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
		Rupees	Rupees
I	(a) Share Registration Expenses and others (b) Miscellaneous Expenses written off	- 1,80,892	20,000 1,80,892
	<b>Total Other Operating Expenses</b>	<b>1,80,892</b>	<b>2,00,892</b>

**NOTE NO. 13 : ADMINSTRATIVE EXPENSES**

S.No.	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
		Rupees	Rupees
I	(a) Office Maintenance	27,081	18,027
	(b) Postage, Telephone and Courier charges	2,745	3,618
	(c) Payment to Auditors:		
	(i) As Auditor	11,450	11,236
	<b>Total Administrative Expenses</b>	<b>41,276</b>	<b>32,881</b>

**NOTE NO. 14 : FINANCE COST**

S.No.	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
		Rupees	Rupees
I	(a) Interest Expenses		
	- Loan processing Charges & Bank Charges	-	10,467
	<b>Total Finance Cost</b>	<b>-</b>	<b>10,467</b>

**Computation of Total Income and Income tax**

Particulars	Amount Rs.	Amount Rs.
<b><u>1. Income from Business/Profession::</u></b>		
<b>Net Profit as per Profit &amp; Loss Account</b>		5,082
Add: Depreciation as per SLM		-
		5,082
Less: Profit on Sale of Assets		-
		<b>5,082</b>
Less: Previous Year Losses Adjusted		5,082
		940
Income Tax Thereon @ 18.5% (MAT)		28
Add: Education Cess @ 3%		<b>970</b>
<b>Income Tax Payable</b>		



## **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. Amortization:**

Preliminary Expenses are amortized over the period of 5 years.

### **e. 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.

### **f. 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

### **g. 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.

**Notes to Financial Statements for the Year Ended March 31,2016**

17. Earnings Per Share:

<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2016</b>	<b>As at 31<sup>st</sup> March 2015</b>
Net Profit/ (Loss) for the Year (Rs.)	4,112	(91,452)
Weighted Average No. of Shares Outstanding during the year	50,16,300	50,16,300
Basic & Diluted Earnings per Share (Rs.)	0.001	(0.02)
Nominal Value of the Share(Rs.)	10/-	10/-

18. There are no dues to SSI Units outstanding for more than 45 days.

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

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

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

**SIGNATURE TO NOTES 1 To 21**

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

A. Krishna Rao  
Partner  
Membership No.020085

S.Ramakrishnam Raju  
Managing Director

S.Rohini Kumari  
Director

Place: Hyderabad

Date: 30-05-2015

**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**

<b>1. Name:</b> ..... <b>Address:</b> <b>E-mail Id:</b> <b>Signature:</b> ....., or failing him	<b>2. Name:</b> ..... <b>Address:</b> <b>E-mail Id:</b> <b>Signature:</b> ....., or failing him
<b>3. Name:</b> ..... <b>Address:</b> <b>E-mail Id:</b> <b>Signature:</b> .....	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual general meeting of the company, to be held on the Friday 30<sup>th</sup> September 2016 at 11.00 A.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 2016 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 a Director in place of Smt. S. Rohini Kumar who retires by rotation and being eligible offers herself for reappointment
3.	To ratify the appointment of M/s. P. Murali & Co., Chartered Accountants, Hyderabad to hold the office as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Next Annual General Meeting to be held in the year 2017 and fix their remuneration

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

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

Affix Revenue Stamp
---------------------------

**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.

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

**24<sup>th</sup> Annual General Meeting – Wednesday – 30<sup>th</sup> September 2016**

*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 24<sup>th</sup> Annual General Meeting of the Company to be held on Friday 30<sup>th</sup> September, 2016 at 11.00 A.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.**