

**SIBAR SOFTWARE SERVICES (India) LTD.**

REGD.OFFICE: House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089.



**16th Annual Report**  
**2014-2015**



## Sibar Software Services (India) Limited

### BOARD OF DIRECTORS

1. Sri. Subhransu Sekhar Pani
2. Sri. K.Balasubramanian
3. Sri. B.Ramana Reddy
4. Sri. K.Srinivas
5. Smt. K. Gita Bhavani

Executive Director  
Director  
Director  
Director  
Director

### AUDITOR

**Hanumaiah & Co**  
Chartered Accountants,  
1 & 2 Ground,  
RAM'S VSR Apartments,  
Mogalrajpuram,  
VIJAYAWADA - 520 010. (A.P.)

### BANKERS'

Oriental Bank of Commerce, Vijayawada

### REGISTERED OFFICE

House No. 2B, Plot No. 134,  
Near Golden Temple,  
Secretariat Colony,  
Puppalaguda, Manikonda,  
HYDERABAD - 500 089.

### LISTING

Bombay Stock Exchange Ltd, Mumbai

### SHARE TRANSFER AGENTS

M/s.Bigshare Services Pvt.Limited  
E-2, Ansa Industrial Estate, Sakivihar Road  
Saki Naka, Andheri (E)  
MUMBAI - 400 072.

16th ANNUAL GENERAL MEETING		CONTENTS		Page Nos
Date	: 30th, September, 2015	Notice		3
Time	: 10.00 A.M.	Directors' Report		10
Day	: Wednesday	Report on Corporate Governance		24
Venue	: House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089.	Auditor's Report		34
		Balance Sheet		37
		Profit & Loss Account		38
		Notes to Financial Statements		43
		Cash Flow		45



## NOTICE

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of **Sibar Software Services (India) Limited** will be held on Wednesday, September 30, 2015 at 10.00 a.m. at the registered office at House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, Hyderabad, Telangana-500089, to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2015 and the statement of Profit and Loss for the year ended on that date together with the Reports of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. K.Srinivas (DIN: 02585882), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof :

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, the appointment of M/s. Hanumaiah & Co (Firm Registration No. 009021S), Chartered Accountants as the auditors of the Company to hold office till the conclusion of 18<sup>th</sup> Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors, and that such remuneration as maybe agreed upon between the auditors and the Board of Directors.”

### Special business

#### 4. Appointment of Mrs. K.Gita Bhavani as a Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Mrs. K.Gita Bhavani, who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 30, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. K.Gita Bhavani as a candidate for the office of a director of the Company, be and is hereby appointed a Non-Executive Women Director of the Company liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

#### 5. Adoption of new set of Articles of Association

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:*

“**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 (‘the Act’), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board of Director (hereinafter referred to as the “Board”, which term shall include any of its duly authorised Committees or one or more Directors) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. S.Sekhar Pani Executive Director and Mr. K.Balasubramanian Director of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”



## Sibar Software Services (India) Limited

### 6. Re-appointment of Mr. Subhransu Sekhar Pani as an Executive Director of the Company

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

**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the relevant Rules made there under (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government, if required, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. **Subhransu Sekhar Pani** as the Executive Director of the Company with effect from July 05, 2015 for a period of three years, at such remuneration and on the terms and conditions approved by the Nomination and Remuneration Committee and as set out in the employment contract, details of which are stated in the Explanatory Statement.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid in accordance with the approval of the Central Government.

**RESOLVED FURTHER THAT** wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/ activity only if the Shareholders so authorizes, then and in that case, this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/ activities have been approved and permitted without any further action from the Shareholders.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government's approval, if any, and to do all things incidental and ancillary thereto."

By the Order of the Board  
For Sibar Software Services (India) Limited

(Sd/-)  
Subhransu Sekhar pani  
Executive Director

Date: 14.08.2015  
Place: Hyderabad

### Notes

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of such member. The proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member or shareholder.
3. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for this Annual General Meeting is enclosed.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.



7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Members and Share Transfer Books will remain closed from Thursday, September 25, 2015 to Monday September 30, 2015 (both days inclusive) for the purpose of Annual Closing.
9. Members whose shareholding is in electronic mode are requested to update the change of address, email ids and change in bank account details, if any with the respective Depository Participant(s).
10. With a view to using natural resources responsibly, we request the shareholders to update respective email addresses with your Depository Participants, if not already done, to enable the Company to send communications electronically.
11. The Annual Report 2014-15 is being sent through electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
12. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

**13. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement executed by the company with the BSE Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

A member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the Company holding shares either in physical form or dematerialised form, as on the cut-off date (record date) i.e., (Wednesday, September 23, 2015), may cast their votes electronically.

Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s. B S S Associates, Company Secretaries in Practice, at House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, Hyderabad, Telangana-500089 not later than Saturday, September 26, 2015 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [sibarsoft@gmail.com](mailto:sibarsoft@gmail.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, Hyderabad, Telangana-500089 not later than Saturday, September 26, 2015 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

**The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on Sunday, September 27, 2015 at 9.00 a.m. IST and ends on Tuesday, September 29, 2015 at 5.00 p.m. IST. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Monday, September 23<sup>rd</sup>, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- iii. Click on "Shareholders" tab.



## Sibar Software Services (India) Limited

- iv. Now, select the “Company Name: **Sibar Software Services (India) Limited**” from the drop down menu and click on “SUBMIT”
- v. 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.
- vi. Next enter the Image Verification Code as displayed and Click on Login.
- vii. 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.
- viii. 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <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 Suresh Kumar with sequence number 1 then enter SA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 “v”.</li></ul>

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant **Sibar Software Services (India) Limited** EVSN Reference No: 150908090 on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



xviii. 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.

xix. Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- 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 they have to create 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.

xx. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### Other Instructions:

- i. The e-voting period commence on Sunday, September 27, 2015 at 9.00 a.m. IST and ends on Tuesday, September 29, 2015 at 5.00 p.m. IST. During this period, member of the company holding share either in physical form or in dematerialize form as on Wednesday, September 23, 2015 may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be incorporation to their shares of the paid-up equity share capital of the company as on Wednesday, September 23, 2015.
- iii. B S S Associates, Company Secretaries in Practice, has been appointed as the scrutinizers to scrutinize the voting and remote e-voting process and voting through ballot in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman, who shall declare the result of the voting forthwith.

The results declared along with the scrutinizers report shall be placed on the company website [www.sibarsoftware.com](http://www.sibarsoftware.com) and with the website of CDSL within two days of passing of resolutions at the 16<sup>th</sup> AGM of the company on September 30, 2015 and communicated to the BSE Limited where the share of the company are listed.

14. Members may also note that the Notice of the 16<sup>th</sup> Annual General Meeting and the Annual Report 2014-15 is available on the Company's website, [www.sibarsoftware.com](http://www.sibarsoftware.com). Members who require physical copies may write to us at [sibarsoft@gmail.com](mailto:sibarsoft@gmail.com)
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
16. All documents referred to in this Notice are available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.
17. Members are requested to bring their copy of Annual Report to the Meeting.



## Sibar Software Services (India) Limited

### DETAILS OF DIRECTORSHIPS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

Particulars	Mr. K.Srinivas	Mrs. K.Gita Bhavani	Mr. S. Sekhar Pani
Date of Birth	06.05.1976	23.07.1986	07.02.1977
Qualifications	M B A	B.com	B.Sc., LL.B
Experience in Specific area	Expertise in marketing	—	Experts in project Management & Business Development
Directorships held in other Public Limited Companies (Except foreign and Section 8 companies)	Nil	Sibar Media & Entertainment Ltd	Nil
Membership/Chairman ship of Committees of other Public Companies (includes audit committee and Stakeholders Relationship committee only)	Nil	Nil	Nil
Number of shares held in the company	Nil	Nil	Nil

### EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

#### Item No. 4

Mrs. K.Gita Bhavani, was appointed as an Additional Director of the Company by the Board of Directors with effect from March 30, 2015 and who holds office till the date of the AGM.

In terms of Section 161(1) of the Companies Act, 2013, Mrs. K.Gita Bhavani holds office as Additional Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from one of the members signifying his intention to propose the appointment of Mrs. K.Gita Bhavani as a Director.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

The Board of Directors recommends the Resolution at Item No. 4 of this Notice for your approval. The brief profile of all the Directors is mentioned in the Notes forming part of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mrs. Gita Bhavani, and Mr. K.Srinivas are concerned or interested in the resolution no. 4.

#### Item No. 5

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and the substantive sections of Companies Act, 2013 which deal with the general working of companies has been notified. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013. In view of the same, several articles of the existing Articles of Association of the Company require alteration / deletions to be in line with the provisions of the Companies Act, 2013. Given this position, it is considered expedient to wholly replace the existing Articles of Association with a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on September 04, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek members' approval for the same. In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the registered office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 5.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out the Item No. 5 of this Notice.



## 16<sup>th</sup> Annual Report



The Board of Directors recommends the Special Resolution as set out in Item No. 5 of this Notice for approval by the members.

### Item No. 6

As the tenure of appointment of Mr. Subhransu Sekhar Pani as an Executive Director was expired on July 04, 2015, he was re-appointed as Managing Director of the Company for a period of three years with effect from July 05, 2015 to July 04, 2018 as per the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof. This appointment as Managing Director is subject to the approval of the Members at the 16<sup>th</sup> AGM of the Company and any other regulatory approvals, if applicable.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Subhransu Sekhar Pani as the Executive Director and the remuneration payable to him. The terms and conditions proposed (recommended by the Nomination and Remuneration Committee and fixed by the Board of Directors at their meeting held on July 04, 2015) are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Managing Director.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

#### I) Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):

a) Salary comprising

(i) Basic salary: At the rate not exceeding Rs.15,000/- per month; and

(ii) Allowances: NIL

b) Commission and Performance linked incentive: NIL

#### II) Perquisites: NIL

#### III) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Subhransu Sekhar Pani remuneration by way of salary not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Subhransu Sekhar Pani.

#### IV) Other Terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Subhransu Sekhar Pani shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

The appointment can be terminated by Mr. Subhransu Sekhar Pani or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

Accordingly as resolution seeking the approval of the shareholders for the appointment of Mr. Subhransu Sekhar Pani, Executive Director of the Company on the remuneration as detailed above, is submitted to the shareholders for their approval.

Since this resolution relates to the appointment of Mr. Subhransu Sekhar Pani, Executive Director he may be deemed to be interested in the resolution.

Your Directors recommend the above Ordinary Resolution for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives is concerned or interested in the resolution

By the Order of the Board  
For Sibar Software Services (India) Limited

(Sd/-)

Subhransu Sekhar pani  
Executive Director

Date: 14.08.2015  
Place: Hyderabad



## Sibar Software Services (India) Limited

### Board's Report

**Dear Shareholders,**

On behalf of the Board of Directors, it is our pleasure to present the Sixteenth Annual Report together with the Audited Statement of Accounts *Sibar Software Services (India) Limited* for the year ended March 31, 2015.

**Financial Results**

The summarized standalone results of your Company are given in the table below.

(Rs.in Lakhs)

Particulars	Year ended	
	31-3-2015	31-3-2014
Total Income	7.68	10.93
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	0.04	0.01
Finance Charges	Nil	Nil
Depreciation	0.63	0.00
Provision for Income Tax (including for earlier years)	Nil	Nil
Net Profit/(Loss) After Tax	(0.58)	0.01
Profit/(Loss) brought forward from previous year	(849.31)	(849.32)
Profit/(Loss) carried to Balance Sheet	(849.90)	(849.31)

\*previous year figures have been regrouped/rearranged wherever necessary.

**State of the Company's Affairs**

During the year 2014-2015, the company has achieved a turnover of Rs. 7.68 lakhs and incurred a net Loss of Rs. 0.58 lakhs.

**Material changes and commitments if any affecting the financial position of the Company occurred between the end of the financial year to which this Financial Statements relate and the date of the report**

There have been no material changes and commitments, affecting the financial position of the Company which occurred during between the end of the financial year to which the financial statements relate and the date of this report.

**Details of significant and material orders passed by the regulators/ courts/ tribunals impacting the going concern status and the Company's operations in future**

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.

**Share Capital:**

Authorized Share Capital

During the year under review, there was no change in authorized share capital of the Company. Authorized share capital of the company as on March 31, 2015 was Rs.16,50,00,000.00, comprising of 1,65,00,000 equity shares of Rs.10.00 each.

Paid-up Share Capital

During the year under review, there was no change in paid up share capital of the Company. Paid up share capital of the company as on March 31, 2015 was Rs.16,00,63,000.00, comprising of 1,60,06,300 equity shares of Rs.10.00 each.

Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.



## Bonus Shares

The Company has not issued any bonus shares during the year under review.

## Employees Stock Option

The Company has not provided any Stock Option Scheme to the employees.

## **Dividend**

Your Directors have not recommended any dividend on Equity Shares for the year under review.

## **Transfers to Reserves**

Your Board of Directors does not appropriate any amount to be transferred to General Reserves during the year under review.

## **Fixed Deposits**

During the year under review, your Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013 read with rules made there under.

## **Subsidiaries, Joint Ventures and Associate Companies**

The Company doesn't have any Subsidiaries, Joint Ventures and Associate Companies.

## **Particulars of Contracts & Arrangements with Related Parties**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

## **Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013**

During the financial year 2014-15 the Company neither has, directly or indirectly, given any loan to its Directors nor extended any guarantee or provided any security in connection with any loan taken by them. Further, the Company has neither given any inter-corporate loan / advance nor made any investments in other companies.

## **Number of Board Meetings held**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year four Board Meetings were convened. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **Directors and Key Managerial Personnel**

In terms of Section 152 of the Companies Act, 2013, Mr. K.Srinivas (DIN: 02585882), Director would retire by rotation at the forthcoming AGM and is eligible for re-appointment. Mr. K.Srinivas has offered himself for re-appointment.

Mr. Balasubramanian Krishnan (DIN: 00216945) and Mr. Venkatramana Reddy Baddam (DIN: 02585900) were appointed as an independent Directors by the Members at the last Annual General Meeting (AGM) held on September 30, 2014.

Mrs. K.Gita Bhavani has been appointed as an Additional Director in the category of Non-Executive w.e.f. March 30, 2015 in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, who shall hold office till the ensuing Annual General Meeting of the Company. Approval of members by way of ordinary resolution is required for regularization of appointment of Mrs. K.Gita Bhavani in the AGM held on September 30, 2015.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act 2013.

The Company has taken into note Mr. Mahendra Prusty as CFO of the Company. Further there were no other appointment or cessation of key managerial personnel during the financial year.

## **Declaration by Independent Directors**

The Independent Directors of the Company have submitted their declarations as required under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as per sub-section (6) of Section 149 of the Act.



## Sibar Software Services (India) Limited

### **Familiarization programme for Independent Directors**

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

### **Independent Directors' Meeting**

The Independent Directors met on March 30, 2015, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **Board Evaluation:**

The Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

### **Nomination and Remuneration policy**

In compliance to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Nomination and Remuneration Committee has recommended to the Board a Nomination and Remuneration policy with respect to appointment / nomination and remuneration payable for the Directors, Key Managerial Personnel and senior level employees of the Company. The said policy has been adopted by the Board and the same was discussed in the Corporate Governance Report.

### **Audit Committee**

The Composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

### **Risk Management**

The Risk Management Committee duly constituted by the Board had formulated a Risk Management Policy for dealing with different kinds of risks attributable to the operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat the risk. The Risk Management procedure will be reviewed periodically by the Audit Committee and the Board.

### **Corporate Social Responsibility (CSR) Initiatives:**

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company ie. (a) network of the Company to be Rs.500 crore or more; or (b) turnover of the company to be Rs.1,000 crore or more; or (c) net profit of the company to be Rs.5 crore or more. As the Company does not fall under any of the threshold limits given above, the provisions of section 135 are not applicable to the Company.

### **Management Discussion and Analysis**

The Management Discussion and Analysis in detail forms a part of the Directors' Report.

### **Management of Risks**

There is considerable pressure to keep up the realization from the services in view of highly competitive market.

### **Remuneration ratio of the Directors / Key Managerial Personnel (KMP) / Employees:**

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report as *Annexure-I*.

There are no employees of the Company who cover under Rule 5(2) The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **Directors Responsibility Statement as required under Section 134(5) of the Companies Act, 2013:**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Board of Directors states that:

- (a) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;



- (b) They 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 and of the profit and loss for that period;
- (c) They have taken proper and sufficient care for the 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 fraud and other irregularities;
- (d) They have prepared the annual accounts on a going concern basis;
- (e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Auditors**

#### **Statutory Auditors**

At the Annual General Meeting held on September 30, 2014, M/s. Hanumaiah & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office for a period of three years i.e., till the conclusion of the Annual General Meeting to be held in the calendar year 2017. In terms of the first proviso to Section 139 of the Companies Act, 2013 the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the said appointment of M/s. Hanumaiah & Co., Chartered Accountants, as statutory auditors of the Company is placed for ratification by the Shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Act. The Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

#### **Qualification by Statutory Auditor**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

#### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. B S S & Associates, Practising Company Secretaries for conducting Secretarial Audit of the Company for the financial year 2014-2015. The Secretarial Audit Report is annexed herewith as *Annexure-II*.

#### **Qualification by Secretarial Auditor**

The Secretarial Auditor's Report contains the qualifications, reservation or adverse remarks pertaining to non compliance of Section 203 of the Companies Act, 2013 in respect of appointment of Company Secretary as Key Managerial Person and pending of forms to be filed with RoC and Stock Exchange. The Board has made utmost effort for appointment of the Company Secretary as KMP but has not been able to appoint a Company secretary due to lack of suitability of the candidate to the profile of the Company in terms of Job profile and remuneration. Company is in the process of filing various e-forms with RoC and stock exchange

#### **Internal Auditors**

In pursuance of Section 138 of the Companies Act, 2013 read with rules made there under, the Board has appointed Mr. P. Mahendra, CFO of the Company as Internal Auditors of the Company to carry out internal auditing of books of accounts periodically.

#### **Internal Control Systems**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

#### **Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, the Board has adopted Whistle Blower Policy. This policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.



## Sibar Software Services (India) Limited

A mechanism has been established for employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Code of Conduct and Ethics. The policy also provided adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

Your Company hereby affirms that during the year no Director / employee have been denied access to the Chairman of the Audit Committee and that no complaints were received.

### Extract of Annual Return

In accordance with the provisions of Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in **Form MGT-9** is appended as **Annexure-III** to the Board's Report.

### Information on Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and outgo

Pursuant to the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 3 of Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo is appended hereto as **Annexure-IV** and forms part of the Board's Report.

### Company's Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9<sup>th</sup> December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

### Corporate Governance

The Company is committed to good corporate governance in line with the Listing Agreement and Provisions, Rules and Regulations of the Companies Act, 2013. The Company is in compliance with the provisions on corporate governance specified in the Listing Agreement with BSE. A certificate of compliance from Mr. Hanumaiah & Co., Chartered Accountants, Statutory Auditors of the Company and the report on Corporate Governance form part of this Directors' Report.

### Management Discussion and Analysis

The Management Discussion and Analysis forms part of this Directors' Report for the year ended March 31, 2015.

### Human Resources

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

### Acknowledgments

The Directors wish to place on record their gratitude to shareholders and thank the customers, vendors, franchisees, bankers, Department of Explosives and their Officials, Commercial Tax Departments, and State and Central Government Departments, Security Exchange Board of India and Bombay Stock Exchange and others for their continued support to the Company's growth. The Directors also wish to place on record, their appreciation for the contribution made by the employees at all levels, for their sincerity, hard work, solidarity and dedicated support to the Company.

*for Sibar Software Services (India) Limited*

Date: 14.08.2015  
Place: Hyderabad

(Sd/-) Subhransu Sekhar pani K.Balasubramanyian  
Executive Director Director



## Annexure-I

**Information pursuant to Section 197 of the Companies Act, 2013 read with  
Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

S.No	Name	Designation	Remuneration Paid for the year 2013-14	Increase in Remuneration	Ratio /times for median of Employee Remuneration
1	Sekhar Pani	Executive Director	1,80,000	Nil	--

a) Number of permanent employees on the roles of the company: NIL

b) Comparison of remuneration of each Key Managerial Personnel against the performance of the Company: Company is having mainly income from Plant leases and no increase in remuneration to the Key Managerial Personnel, hence not comparable with the performance of the company.

<b>Secretarial Audit Report</b>
---------------------------------

## Annexure-II

## Form No. MR-3

**Secretarial Audit Report  
For the Financial Year ended 31<sup>st</sup> March, 2015**

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

To,  
The Members,  
**Sibar Software Services (India) Limited,**  
CIN: L72200TG1999PLC032568,  
House No-2B, Plot No-134, Near Golden Temple,  
Secretariat Colony, Puppalaguda, Manikonda,  
Hyderabad-500089.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Sibar Software Services (India) Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **M/s. Sibar Software Services (India) Limited'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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015, 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:

We 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, 2015 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Companies Act, 1956 (to the extent applicable) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) 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.
- 5) 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;



## Sibar Software Services (India) Limited

- 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 under review;**
- d. Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (effective 28<sup>th</sup> October 2014) - **Not applicable to the Company during the financial year under review;**
- e. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities;**
- f. 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 as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
- g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisted / propose to delist its equity shares from any stock exchange during the financial year under review;** and
- h. Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back / propose to buyback any of its securities during the financial year under review.**

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India - **Not notified during the audit period and hence not applicable.**
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the matters specified in Annexure-1 to this Report.

**We further report that**, on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads / Chief Financial Officer / Whole-time Director taken on record by the Board of Directors of the Company, in our opinion, there are adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws including Industrial Laws, Environmental Laws, Competition Law, Human Resources and Labour laws.

**We further report that**, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

**We further report that**, the Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act subject to the matters specified in Annexure-1 to this Report.

Adequate notice was given to all Directors to schedule the Meetings of the Board and its Committees. Agenda and detailed notes on agenda were sent to all the directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications as may be required on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and there were no dissenting views.

**We further report that**, there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that**, during the audit period no event has occurred during the year which has a major bearing on the Company's affairs.

Place: Hyderabad  
Date: 10.08.2015.

*S.Srikanth*  
*B S S & Associates*  
*Company Secretaries*  
*ACS: 22119 CP: 7999*

This Report is to be read with our letter of even date which is annexed as Annexure-2 to the report and forms an integral part of this report.



# 16<sup>th</sup> Annual Report



## Annexure-1 to the Secretarial Audit Report:

Sil. No.	Subject Matter	Date of Event	Form yet to be filed	Remarks
1	Meeting of the disclosure of the Directors Interest and Shareholding	31.05.2014	Form MGT-14	Form yet to be filed
2	Approving quarterly financial results for the quarter ended March 31, 2014	31.05.2014	Form MGT-14	Form yet to be filed
3	Approving Annual financial statements for the year ended March 31, 2014	31.05.2014	Form MGT-14	Form yet to be filed
4	Approving quarterly financial results for the quarter ended June 30, 2014			
5	Approving Directors' Report for the year ended March 31, 2014	14.08.2014	Form MGT-14	Form yet to be filed
6	Meeting of the disclosure of the Directors Interest and Shareholding			
7	Approving quarterly financial results for the quarter ended December 31, 2014			
8	Taking note of existing Executive Director & CFO as KMP of the Company	14.02.2015	Form MGT-14, DIR-1 & DIR-12	Forms yet to be filed
9	Appointment of Internal Auditor			
10	Appointment of Woman Director	30.03.2015	Form DIR-12	Form yet to be filed & director was appointed before she was allotted DIN
11	Appointment of Company Secretary	-	-	Not Appointed
13	Reconciliation share capital audit report	Not submitted for 30.09.2014 and 31.12.2014 quarters with BSE		
14	Clause 49 Quarterly compliance	Not submitted for the quarter ended 30.06.2014 with BSE		
15	Publication of Unaudited Financial Results	Not Published. Information to Stock Exchange have been duly given.		

## Annexure-2 to the Secretarial Audit Report

To,  
The Members,  
**Sibar Software Services (India) Limited,**  
CIN: L72200TG1999PLC032568,  
House No-2B, Plot No-134, Near Golden Temple,  
Secretariat Colony, Puppalaguda, ManiKonda,  
Hyderabad-500089.

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 processes 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. Wherever 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.

Place: Hyderabad  
Date: 10.08.2015.

**S.Srikanth**  
**B S S & Associates**  
**Company Secretaries**  
**ACS: 22119 CP: 7999**



## Sibar Software Services (India) Limited

Annexure-III

**Form No. MGT-9**

EXTRACT OF ANNUAL RETURN  
as on the financial year ended on March 31, 2015  
[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:

i)	CIN	L72200TG1999PLC032568
ii)	Registration Date	23/09/1999
iii)	Name of the Company	SIBAR SOFTWARE SERVICES (INDIA) LIMITED
iv)	Category / Sub-Category of the Company	Company limited by shares
v)	Address of the Registered Office and contact details	House No-2B, Plot No-134, Near Golden Temple, Secretariat Colony, Puppalaguda, ManiKonda, Hyderabad-500089. Email: sibarsoft@gmail.com
vi)	Whether listed Company	Yes, Listed
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai, Maharashtra, 400072. Ph 022-28470652, 40430200, 28470653

### 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:-

Sl.No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Analysis, design and programming of custom software, consultancy.	72291	100%

### III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
		NIL			

# 16<sup>th</sup> Annual Report



## IV SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Shareholding

S. No.	Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% change during the year
		Demat	Physics	Total	% of Total Shares	Demat	Physics	Total	% of Total Shares	
A	Promoters							!	!	!
(a)	Individuals / HUF	199,900	1353200	1553100	9.70	199,900	1353200	1553100	9.70	-
(b)	Central Government	-	-	-	-	-	-	-	-	-
(c)	State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	0	109900	109900	0.69	0	109900	109900	0.69	-
(e)	Banks/FI	-	-	-	-	-	-	-	-	-
(f)	Any Other (Specify)	-	-	-	-	-	-	-	-	-
	<b>Sub - Total (A) (1):-</b>	<b>199,900</b>	<b>1463100</b>	<b>1663000</b>	<b>10.39</b>	<b>199,900</b>	<b>1463100</b>	<b>1663000</b>	<b>10.39</b>	-
(2)	Foreign									
(a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporates	-	-	-	-	-	-	-	-	-
(d)	Banks/FI	-	-	-	-	-	-	-	-	-
(e)	Any other	-	-	-	-	-	-	-	-	-
	<b>Sub - Total (A) (2):-</b>	<b>99,900</b>	<b>1463100</b>	<b>1663000</b>	<b>10.39</b>	<b>199,900</b>	<b>1463100</b>	<b>1663000</b>	<b>10.39</b>	-
	<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>									
B	Public Shareholding	-	-	-	-	-	-	-	-	-
1	Institutions	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks/FI	15,000	-	15,000	0.09	15,000	-	15,000	0.09	-
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIIIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(g)	Others	-	-	-	-	-	-	-	-	-
	<b>Sub - Total (B) (1):-</b>	<b>15,000</b>	<b>-</b>	<b>15,000</b>	<b>0.09</b>	<b>15,000</b>	<b>-</b>	<b>15,000</b>	<b>0.09</b>	-
2	Non-Institutions									
a)	Bodies Corp.	434,236	45535	479,771	3.00	434,236	45535	479,771	3.00	-
i)	Indian	-	-	-	-	-	-	-	-	-
ii)	Overseas (OCB)	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual Shareholders holding nominal share capital up to Rs.1 lakh.	8120670	1056152	9,176,822	57.33	8123845	1056377	9180222	57.35	0.02
ii)	Individual Shareholders holding nominal share capital in excess of Rs.1 lakh.	4421757	203900	4625657	28.9	4421757	203900	4625657	28.9	-
c)	Others (Specify)	41125	4925	46050	0.29	37650	5000	42650	0.26	-0.3
	Non Residents	40525	4925	45450		36550	5000	41550		
	Clearing Members	600	-	600		1100	-	1100		
!	<b>Sub - Total (B) (2):-</b>	<b>13058913</b>	<b>1315437</b>	<b>14389350</b>	<b>89.52</b>	<b>13055138</b>	<b>1315812</b>	<b>14370950</b>	<b>89.51</b>	
!	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>13027863</b>	<b>1315437</b>	<b>14343300</b>	<b>89.61</b>					
C	Shares held by Custodian for GDR & ADRs	-	-	-	-	-	-	-	-	-
!	<b>Grand Total (A+B+C)</b>	<b>13232688</b>	<b>2773612</b>	<b>16006300</b>	<b>100</b>	<b>13232388</b>	<b>2773912</b>	<b>160006300</b>	<b>100</b>	-



## Sibar Software Services (India) Limited

### II. Share Holding of Promoters

Sl. No.	Share Holder's Name	Shareholding at the beginning of the Year (As on 01.04.2014)			Shareholding at the end of the Year (As on 31.03.2015)			% 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	Prasad D Lingamaneni	46,000	0.29	Nil	46,000	0.29	Nil	-
2	Sivaram P Gogineni	1,08,000	0.67	Nil	1,08,000	0.67	Nil	-
3	Ch Pratap Chowdary	85,000	0.53	Nil	85,000	0.53	Nil	-
4	S Durga Rani	61,700	0.39	Nil	61,700	0.39	Nil	-
5	Y S K Kishore	50,500	0.32	Nil	50,500	0.32	Nil	-
6	L Krishna Prasad	24,300	0.15	Nil	24,300	0.15	Nil	-
7	A R N Tagore	21,900	0.14	Nil	21,900	0.14	Nil	-
8	Hima Bindu K	20,000	0.12	Nil	20,000	0.12	Nil	-
9	Koneru Geethika	15,600	0.1	Nil	15,600	0.1	Nil	-
10	K Padma	15,000	0.09	Nil	15,000	0.09	Nil	-
11	L Usha Rani	12,100	0.08	Nil	12,100	0.08	Nil	-
12	Jaya Ramachandran	10,000	0.06	Nil	10,000	0.06	Nil	-
13	N Ramachandran	10,000	0.06	Nil	10,000	0.06	Nil	-
14	K Subbaiah	6,800	0.04	Nil	6,800	0.04	Nil	-
15	V R K Murthy	5,000	0.03	Nil	5,000	0.03	Nil	-
16	K Anil Kumar	5,000	0.03	Nil	5,000	0.03	Nil	-
17	P V V Satyanarayana	5,000	0.03	Nil	5,000	0.03	Nil	-
18	Masthan Rao S	5,000	0.03	Nil	5,000	0.03	Nil	-
19	S Anitha Devi	5,000	0.03	Nil	5,000	0.03	Nil	-
20	Harish D Patel	5,000	0.03	Nil	5,000	0.03	Nil	-
21	Hina Patel	5,000	0.03	Nil	5,000	0.03	Nil	-
22	K Adilakshmi	4,400	0.03	Nil	4,400	0.03	Nil	-
23	Srilatha Lingamaneni	2,00,000	1.25	Nil	2,00,000	1.25	Nil	-
24	Sibar International Inv Mauritius Ltd	1,09,900	0.69	Nil	1,09,900	0.69	Nil	-
25	Mukkamula Appa Rao	1,08,000	0.67	Nil	1,08,000	0.67	Nil	-
26	Panduranga Rao Lingam	85,000	0.53	Nil	85,000	0.53	Nil	-
27	Yalamanchili Bhaskar	85,000	0.53	Nil	85,000	0.53	Nil	-
28	Prathikanti	85,000	0.53	Nil	85,000	0.53	Nil	-
29	Y Shobha Rao	42,500	0.27	Nil	42,500	0.27	Nil	-
30	Y N R Kumar	42,500	0.27	Nil	42,500	0.27	Nil	-
31	V Kishore	42,500	0.27	Nil	42,500	0.27	Nil	-
32	V Subba Rao	5,400	0.03	Nil	5,400	0.03	Nil	-
33	K Padma	79,400	0.5	Nil	79,400	0.5	Nil	-
34	M Sridhar	30,000	0.19	Nil	30,000	0.19	Nil	-
35	K S S Rao	70,000	0.44	Nil	70,000	0.44	Nil	-
36	K S V R Rao	40,000	0.25	Nil	40,000	0.25	Nil	-
37	L Subba Rao	21,600	0.13	Nil	21,600	0.13	Nil	-
38	K Sreenivas	89,900	0.56	Nil	89,900	0.56	Nil	-
	<b>Total</b>	<b>16,63,000</b>	<b>10.39</b>	<b>Nil</b>	<b>16,63,000</b>	<b>10.39</b>	<b>Nil</b>	<b>-</b>

### III. Change in Promoters' Share holding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year (As 01-04-2014)	16,63,000	10.39	16,63,000	10.39
2.	Allotment of Equity Shares on Preferential Basis during the year	--	--	--	--
	Transfer	--	--	--	--
3.	At the end of the year (As on 31-03-2015)	16,63,000	10.39	16,63,000	10.39



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

Sl. No.	Share Holder's Name At the beginning of the Year	Shareholding at the beginning of the Year 1.04.2014		At the end of the year (or on the date of separation, if separated during the year)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	RAJIV VASHDEV KHUSHALANI.,	2,78,650	1.74	2,78,650	1.74
2	MANOJ KUMAR (HUF),.	2,73,955	1.71	2,73,955	1.71
3	VIJAY KEDIA.,	2,03,900	1.27	2,03,900	1.27
4	URMILA DEVI SEKSARIA	2,02,720	1.27	2,02,720	1.27
5	VASHDEV B KHUSHALANI	1,65,100	1.03	1,65,100	1.03
6	SUDHA PATNI	1,38,150	0.86	1,38,150	0.86
7	HEENA P . CHHEDA	1,09,399	0.68	1,09,399	0.68
8	MUKUND KANAIYALAL MEHTA	94,700	0.59	94,700	0.59
9	G.L. PATNI	78,411	0.49	78,411	0.49
10	SURESH KUMAR SEKSARIA.,	75,800	0.47	75,800	0.47

## V. INDEBTEDNESS

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

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

## v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For each of the Directors and KMP At the beginning of the Year	Shareholding at the beginning of the Year 1.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	SUBHRANSU SEKHAR PANI	00	00	00	00
2	SRINIVAS KISHTARAPU	00	00	00	00
3	BALASUBRAMANIAN KRISHNAN	00	00	00	00
4	VENKATRAMANA REDDY BADDAM	00	00	00	00
5	MAHENDRA PRUSTY	00	00	00	00



## Sibar Software Services (India) Limited

### VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A Remuneration to Managing Director, Whole time Directors and / or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount in ₹
		<b>Subhransu Sekhar Pani</b>	
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	1,80,000 --- ---	1,80,000 --- ---
2.	Stock Option	---	---
3.	Sweat Equity	---	---
4.	Commission - as % of Profit - others, specify..	---	---
5.	Others, please specify	---	---
	<b>TOTAL (A)</b>	<b>1,80,000</b>	<b>1,80,000</b>
	Ceiling as per the Act	As per Schedule V to the Companies Act, Effective Capital is less than ₹ 4.00 Crores, the ceiling limit is ₹ 30.00 Lacs.	

#### B Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of the Directors		
		Balasubramanian Krishnan	Venkatramana Reddy Daddam	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)	<b>Srinivas Kishtarapu</b> — — — —	<b>Kistarapu Gita Bhavani</b> — — — —	NIL — — — —
!	Total Managerial Remuneration	—	—	—
!	Overall Ceiling as per the Act	—	—	—
!	!	!		



## C Remuneration to Key Managerial Personnel other than MD, Whole time Directors

Sl. No.	Particulars of Remuneration	Key Managerial Personnel – CFO	Total Amount in ₹
		<b>Mahendra Prusty*</b>	
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	1,20,000 --- ---	1,20,000 --- ---
2.	Stock Option	---	---
3.	Sweat Equity	---	---
4.	Commission - as % of Profit - others, specify..	---	---
5.	Others, please specify	---	---
	<b>TOTAL (A)</b>	<b>1,20,000</b>	<b>1,20,000</b>

\* w.e.f. 14-02-2015

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

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 Punishment Compounding			----- NIL -----		
<b>B. DIRECTORS</b>					
Penalty Punishment Compounding			----- NIL -----		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty Punishment Compounding			----- NIL -----		

For and on behalf of the Board  
For **SIBAR SOFTWARE SERVICES (I) LIMITED**

Date: 14-08-2015  
Place: Hyderabad

K. Balasubramanian  
Director

Subhransu Sekar Pani  
Executive Director



## Sibar Software Services (India) Limited

**Annexure-IV**

### Conservation of energy, Technology absorption and Foreign exchange earnings and outgo

<b>(A)</b>	<b>Conservation of energy-</b>	The Company being not a power intensive unit the scope for energy conservation efforts is limited
(i)	the steps taken or impact on conservation of energy;	
(ii)	the steps taken by the company for utilizing alternate sources of energy;	
(iii)	the capital investment on energy conservation equipments;	
<b>(B)</b>	<b>Technology absorption-</b>	
(i)	The efforts made towards technology absorption;	Nil
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Not applicable
(a)	The details of technology imported;	
(b)	The year of import;	
(c)	Whether the technology been fully absorbed;	
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv)	The expenditure incurred on Research and Development.	Nil
<b>(C)</b>	<b>Foreign exchange earnings and outgo-</b>	
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	NIL

### REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of listing agreement with stock exchanges)

Your company is committed to good governance, based on an effective independent Board, separation of supervisory role from executive management and constitution of Committees to oversee critical areas.

#### 1 A brief statement on Company's Philosophy on Code of Corporate Governance

Corporate Governance for the company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our workforce is committed towards the protection of the interest of the stakeholder's viz. shareholders, creditors, investors, customers, employees, etc. Our policies consistently undergo improvements keeping in mind our goal of maximization of value of all the stakeholders. The goal is achieved through:

- Infusion of best expertise in the Board.
- Consistent monitoring and improvement of the human and physical resources.
- Introducing regular checks and audits and continuous improvements in already well-defined systems and procedures.
- Board / Committee meetings at short intervals to keep the Board informed of the recent Happenings.

#### 2 Board of Directors

##### 2(a) Composition of the Board

The company meets the requirement as is stipulated under clause 49 of the listing agreement, as the Chairman of the Board is a Non-Executive; the number of independent directors is more than 1/3<sup>rd</sup> of the total number of directors. Out of five directors, four are non-executive directors. And out of four, two are non-executive Directors and the remaining two of them were independent Directors i.e. independent of management and free from any business or other relationship that could materially influence their judgment. All the independent directors satisfy the criteria of independence as defined under listing agreement with Indian Stock Exchanges' Corporate Governance standards. None of the directors are inter se related to each other except Mrs. K.Gita Bhavani, director of the company is wife of Mr. K.Srinivas, Director of the company.

Category	No. of Directors	Names of the Directors
Executive Directors	01	S.Sekhar Pani
Non-Executive Non-Independent Directors	02	K.Srinivas, !K.Gita Bhavani <sup>1</sup>
Non-Executive Independent Directors	02	Balasubramanian Krishna B.Venkatramana Reddy
Total	05	

<sup>1</sup> w.e.f. 30.03.2015.



# 16<sup>th</sup> Annual Report



None of the directors on the board is a member of more than 10 committees and chairman of more than 5 committees across all the companies in which he is a director.

## 2(b) Board Procedure:

During the year under review Board met four times. The Board meets at least once in every quarter to review the Company's operations and the maximum time gap between any two meetings is not more than 120 days.

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Director	Meetings		Attendance at last AGM held on September 30, 2014
	Held	Attended	
K.Srinivas	5	4	Yes
S.Sekhar Pani	5	5	Yes
B.Krishnan	5	2	No
B.Venkatramana Reddy	5	3	Yes
K.Gita Bhavani	5	1	No

## 2(c) No. of other Directorships and Committee Memberships /Chairmanships

Name of the director	Category	Other directorships	Committee memberships	Committee chairmanships
K.Srinivas (Chairman)	Non Promoter & Non-Executive	Nil	Nil	Nil
S.Sekhar Pani	Non Promoter & Executive director	Nil	Nil	Nil
B.Krishnan	Non-Executive Independent Director	1	1	1
B.Venkatramana Reddy	Non-Executive Independent Director	Nil	Nil	Nil
K.Gita Bhavani	Non-Executive	1	Nil	Nil

## 2(d) Number of Board Meetings held

During the financial year 2014-2015, the Board of Directors have met for five times. The dates of Board meetings are as follows:

- 1) 31.05.2014,
- 2) 14.08.2014,
- 3) 15.11.2014,
- 4) 14.02.2015 and
- 5) 30.03.2015

## 3 Audit Committee

### 3(a) Brief description of terms of reference

#### Powers of Audit Committee

The Audit Committee shall act and have powers in accordance with the terms of reference specified in writing, by the Board, which shall include the following:-

1. To investigate any activity within its terms of reference or referred to it by the Board and for this purpose shall have the powers to obtain professional advice from external sources and have full access to information contained in the records of the company;
2. To seek information from any employee, Director or KMP;
3. To provide an opportunity to the Auditors of the Company and the Key Managerial Personnel a right to be heard in the meeting of the Audit Committee when it considers the Auditor's Report;
4. To obtain outside legal and professional advice for its effective functioning;
5. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### Role of Audit Committee

The primary role of the Audit Committee shall be to as follows:-

- a. Oversight of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommendation for the appointment, remuneration and terms of appointment of auditors of the Company;
- c. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.



## Sibar Software Services (India) Limited

- ii. Changes, if any, in accounting policies and practices and reasons for the same.
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosures of any related party transactions;
  - vii. Qualifications in the draft audit report.
- d. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  - e. Reviewing, the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, availability and deployment of resources to complete their responsibility and the performance of the out-sourced audit activity;
  - f. Discussion with internal auditors/ internal audit head with respect to the coverage and frequency of internal audits as per the annual audit plan, nature of significant findings and follow up thereof;
  - g. Reviewing, the findings of any internal investigation by the internal auditors into 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;
  - h. Obtaining an update on the Risk Management Framework and the manner in which risks are being addressed;
  - i. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern;
  - j. To review the functioning of the Whistle Blower Mechanism and the nature of complaints received by the Ombudsman;
  - k. Ensuring the minutes of each Audit Committee Meetings are placed before the Board for noting;

**A statement in summary form to be submitted to the Board relating to :-**

- a. Transactions with related parties in the ordinary course of business.
- b. Details of material transactions with related parties, which are not in the normal course of business (“Materiality” threshold to be defined by Management and reviewed by the Audit Committee);
- c. Details of material transactions with related parties or others, which are not on arm’s length basis along with management justification for the same (“Materiality” threshold to be defined by Audit Committee).
- d. Compliance with legal and regulatory requirements and SIBAR- Code of Conduct for Board of Directors & Senior Management as well as applicable to all employees of the Company;
- e. Scrutiny of inter-company loans and investments;
- f. Approval of appointment of CFO (i.e. the whole-time finance Director or any other person heading the finance function or discharging the function);
- g. Management and control of business risk;
- h. To engage a registered Valuer as prescribed under the Companies Act, 2013 or any enactment or modification thereof taking into consideration such qualities and experience as may be considered appropriate in case of valuations required in respect of any property, stock, shares, debentures, securities, goodwill, assets, liabilities or net worth of the Company;
- i. Monitoring the end-use of funds raised through public offers and related matters
- j. Review and approve all Standard Operating procedures, Manuals and other documents which have a material financial or legal or business risk implication/s;
- k. Company’s earnings press releases, as well as financial information and earnings guidance, if any , provided to analysts and rating agencies;
- l. The effect of regulatory and accounting initiatives as well as off-balance sheet structures on the financial statements
- m. Establish clear hiring policies for employees or former employees of external auditors and monitoring the implementation of such policies;
- n. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or specifically asked to by the Board of Directors.



## Other Responsibilities

Perform other activities related to this Charter as requested by the Board of Directors;  
Carry out additional functions as is contained in the Companies Act, 2013 or Rules there under or in the Stock Exchange Listing Agreement or other regulatory requirements applicable to the company or in the terms of reference of the Audit Committee;  
Institute and oversee any Special Investigation/Enquiry as needed.

## **Whistle Blowing/Vigil Mechanism**

The Board adopted the revised Whistle blower/ Vigil Mechanism Policy that adopts global best practices.

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Whistle Blower/Vigil mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/Managing Director/ Chairman of the Audit Committee in exceptional cases.

## **3(b) Composition of the Audit Committee**

<i>Name</i>	<i>Position held in the Committee</i>	<i>Nature of Directorship</i>
Sri. K Balasubramanian	Chairman of The Committee	Independent Director
Sri. B Ramana Reddy	Member	Independent Director
Sri Subhransu Sekar Pani	Member	Whole-time Director

## **3(c) Meetings of the Audit Committee**

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013.  
The committee met 4 times during the financial year ended March 31, 2015. The attendance record of the members at the meeting were as follows :-

<i>Name</i>	<i>No. of Meetings held</i>	<i>No. of Meetings attended</i>
Mr. K.Balasubramanian	4	2
Mr. B.Ramana Reddy	4	3
Mr. S.Sekar Pani	4	4

## **4. Nomination & Remuneration Committee**

### **4(a) Terms of Reference**

#### Policy for selection and appointment of Directors and their remuneration

This Policy is derived from the NRC Charter.

Enhancing the competencies of the Board is the basis for the NRC to select a candidate for appointment to the Board. When recommending a candidate for appointment, the NRC has regard to:

- assessing the appointee against a range of criteria which includes qualifications, skills, regional and industry experience, background
- and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors and enhance the efficiencies of the Company;
- In case of appointment of Independent Directors, the NRC shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

NRC shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.



## Sibar Software Services (India) Limited

### Responsibilities of the NRC

Nomination and Remuneration Committee is responsible for:

- periodically reviewing the structure, size and composition and functioning of the Board and recommend proposed changes, as may be necessary, to improve the Board's effectiveness;
- recommending to the Board on the selection of individuals who are qualified to become Directors;
- identifying individuals who are appointed as KMPs or SMPs in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- making recommendations to the Board on the remuneration payable to the Directors, KMPs and SMPs;
- formulating the criteria for evaluation of Independent Directors and recommend to the Board;
- devising a policy on Board diversity;
- developing and review a succession plan for the Board
- such other issues or matters as may be referred to by the Board or as may be necessary in view of the provisions of the Companies Act, 2013 and the related Rules and Listing Agreement.

### **4(b) Composition of Nomination and Remuneration Committee ("NRC")**

<i>Name</i>	<i>Position held in the Committee</i>	<i>Nature of Directorship</i>
Mr. B.V.Ramana Reddy	Chairman	Independent Director
Mr. K.Balasubramanian	Member	Independent Director
Mr. K.Srinivas	Member	Whole-time Director

### **4(c) Meetings of the Nomination & Remuneration Committee**

The NRC's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013.

The NRC met one time during the financial year ended March 31, 2015. The attendance record of the members at the meeting were as follows :-

<i>Name</i>	<i>No. of Meetings held</i>	<i>No. of Meetings attended</i>
Mr. B.V.Ramana Reddy	2	2
Mr. K.Balasubramanian	2	2
Mr. K.Srinivas	2	2

NRC has adopted a Charter and the primary objective of the Charter is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, KMPs and SMPs. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMPs and SMPs.

### **4(d) Remuneration**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

#### Remuneration for Managing Director & Whole-Time Director

At the time of appointment or re-appointment, the Managing Director / Whole-Time Director shall be paid such remuneration as may be mutually agreed between the Company(which includes the NRC and the Board of Directors) and the Managing Director/ Whole-Time Director within the overall limits prescribed under the Companies Act, 2013.

Remuneration must be competitive and reflect the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

#### Remuneration of KMP sand SMPs

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate, KMPs and SMPs. The KMPs and SMP's salary shall be based and determined on the individual persons responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

## 16<sup>th</sup> Annual Report



The NRC recommends individual remuneration packages for KMPs and SMPs of the Company taking into account factors it deems relevant, including business performance and practices in comparable companies, having due regard to financial position of the Company as well as prevailing laws and government/other guidelines.

### Evaluation

The evaluation / assessment of the Directors, KMPs and SMPs of the Company are to be conducted on an annual basis.

### 4(e) Details of remuneration/sitting fees paid to the Directors for the year ended 2014-15 are given below.

Name	Sitting fee Rs.	Salary, Perquisites and allowance (Rs.)	Stock Options Rs.
K.Srinivas	Nil	Nil	Nil
S.Sekhar Pani	Nil	1,80,000	Nil
B.Krishnan	Nil	Nil	Nil
B.Venkatramana Reddy	Nil	Nil	Nil
K.Gita Bhavani	Nil	Nil	Nil

### 5. Stakeholders Relationship committee

#### 5(a) Chairman of the Committee: Mr. B.V.Ramana Reddy

Composition of Stakeholders Relationship Committee ("SRC")

Name	Position held in the Committee	Nature of Directorship
Mr. B.V.Ramana Reddy	Chairman of The Committee	Independent Director
Mr. K.Balasubramanian	Member	Independent Director
Mr. S.Sekhar Pani	Member	Executive Director

#### 5(b) Compliance Officer

Mr. K.Srinivas is the compliance officer of the company.

For any clarification / complaint the shareholders may contact Mr. K.Srinivas, Compliance Officer at the registered office of the company.

#### 5(c) Complaints received and redressed and pending during the year 2014-2015

S.No.	Nature of Complaints	Number of Complaints Received	Number of Complaints Solved	Number of Complaints Pending
1	Regarding annual report	2	2	0
2	Revalidation of dividend warrant	—	—	—
3	Issue of duplicate share certificate	—	—	—
4	Issue of duplicate dividend warrant	—	—	—
5	Procedure for transmission	—	—	—
6	General queries	—	—	—
7	Non receipt of dividend	—	—	—
8	Correction in share certificate	—	—	—
9	Change of address	—	—	—
10	Unclaimed dividend	—	—	—
11	Correction in dividend cheque	—	—	—
	<b>TOTAL</b>	<b>2</b>	<b>2</b>	<b>0</b>

The committee looks into redressal of Shareholders' complaints/requests like transfer of shares, non-receipt of balance sheet, change of address, revalidation of dividend warrants etc. The committee periodically evaluates the performance of the Registrar and Share Transfer agents and recommends measures for improvement in the quality of investor services.



## Sibar Software Services (India) Limited

### 6. General Body Meetings

6(a) Location & Time of Last 3 Annual General Meetings and Special Resolutions passed that meetings:

Year	Venue	Date and Time	Special Resolutions passed in the AGMs
2013-2014	Registered Office: House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, Hyderabad-500089	Tuesday, September 30, 2014 at 10.00 a.m.	NIL
2012-2013	Registered Office: D.No. 7-1-29/B/12, Opp. United Avenue North End, Leela Nagar, Ameerpet, Hyderabad-500016.	Monday, September 30, 2013 at 10.30 a.m.	NIL
2011-2012	Registered Office: D.No. 7-1-29/B/12, Opp. United Avenue North End, Leela Nagar, Ameerpet, Hyderabad-500016.	Saturday, September 29, 2012 at 3:00 P.M.	Appointment of Mr. Subhransu Sekhar Pani, as a Executive Director of the Company

### 6(b) Postal Ballot

No special resolution was passed through postal ballot during the last financial year. There is no special or ordinary resolution proposed, which needs to be passed by way of Postal Ballot at the ensuing Annual General Meeting.

### 7 Disclosures:

#### 7(a) Related Party Transaction:

During the year 2014-15, the company had no materially significant related party transactions which are considered to have a potential conflict with the interest of the company at large. The disclosures as regard to related party transactions are disclosed in the notes to accounts. None of the transactions with any of the related parties were in conflict with the interests of the company.

#### 7(b) Compliance

There were no instances of non-compliances, penalties, strictures imposed on the company by the stock exchanges, or any other statutory authority on any matter relating to the capital markets during the last three (3) years.

#### 7(c) Whistle Blower Policy

The company has an established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The company affirms that no personnel have been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee at e-mail id [sibarsoft@gmail.com](mailto:sibarsoft@gmail.com). The key directions / actions will be informed to the Executive Director of the Company.

#### 7(d) 15. Non-Mandatory Disclosures:

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

##### The Board

Independent Directors possess the requisite qualification and experience to contribute effectively to the company in their capacity as independent director.

##### Shareholders Right:

The quarterly, half yearly and annual results of your Company with necessary report thereon are published in newspapers and posted on Company's website [www.sibarsoftwareauto.com](http://www.sibarsoftwareauto.com). The same are also available at the sites of the stock exchanges where the shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and [www.sibarsoftwareauto.com](http://www.sibarsoftwareauto.com).

# 16<sup>th</sup> Annual Report



## Audit Qualifications

The statutory financial statements of the company are unqualified.

## Reporting of Internal Auditor

The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members. The Internal Auditor of the company directly reports to the Audit Committee.

## Accounting Treatment:

In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

## Management Discussion and Analysis

Management Discussion and Analysis Report is set out in a separate Section included in this Annual Report and forms part of this Report.

## **8. Means of Communication**

The quarterly, half yearly and annual results are generally published by the company in Indian Express, Financial Express (English Edition) and Surya (Telugu Edition). The same results are sent to the stock exchanges as per Listing Agreement and also available on the company's website [www.sibarsoftwareauto.com](http://www.sibarsoftwareauto.com)

## **9. General Shareholders Information**

Date and time	Wednesday, September 30, 2015 at 10.00 a.m.
Venue	House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, Hyderabad-500089.
Financial Year	2014-2015
Date of Book Closure	September 25, 2015 to September 30, 2015
Dividend	NIL
Listing on Stock exchange & Script Code	Bombay Stock Exchange & 532302
Registrars and Transfers Agents (RTA)	M/s.Bigshare Services Pvt.LimitedE-2, Ansa Industrial Estate, Sakivihar RoadSaki Naka, Andheri (E) MUMBAI - 400 072.
<b>Transfer System</b>	Share transfers and communications regarding share certificates, change of address, etc., must be forwarded to the RTA. Presently share transfers that are received in physical form are processed within 15 days from the date of receipt, subject to the documents being valid and complete in all respects and are dispatched to the shareholders within 30 days from the date of receipt

## **Distribution of shareholding as on 31st March 2015**

S.No.		No. of Share Holders	No of Shares	% of Share Holding
1.	1 — 500	16386	2698588	16.85
2.	501 — 1000	1578	1347138	8.41
3.	1001 — 2000	1007	1570561	9.81
4.	2001 — 3000	368	955839	5.97
5.	3001 — 4000	158	572979	3.57
6.	4001 — 5000	162	776974	4.85
7.	5001 — 10000	236	1718624	10.73
8.	10001 & Above	177	6365597	39.76
	TOTAL		16006300	100



## Sibar Software Services (India) Limited

### Shareholding Pattern as on 31st March, 2015 :

Category	No. of Shares held	% age of Shareholding
Promoters holding		
1.Promoters	1663000	10.39
Indian Promoters	---	—
Foreign Promoters		
Sub Total	1663000	10.39
Non- Promoters Holding		
3.Institutional Investors	—	—
a.Mutual funds and UTI		
b.Banks, Financial Institutions, Insurance Companies(Central/ State Gov. Institutions/Non- Government Institutions)	15000	0.09
c.FII'S	—	—
Sub-Total	15000	0.09
4. Others		
a. Private Corporate Bodies	479771	3.00
b. Indian Public	13805879	86.25
c. NRIs/OCBs	41550	0.26
d. Any other-Trust	—	—
e. Clearing Members	1100	0.01
Sub-Total	14328300	89.52
Grand Total	16006300	100.00

Trading in Equity shares of the Company is permitted only in dematerialized form as per notification issued by SEBI. Dematerialization of shares is done through Big Share Services Pvt. Ltd and on an average the dematerialization process is completed within a period of 10 days from receipt of a valid demat request along with all documents.

#### De-materialization of shares and liquidity

Trading in Equity shares of the Company is permitted only in dematerialized form as per notification issued by SEBI. Dematerialization of shares is done through Big Share Services Pvt. Ltd and on an average the dematerialization process is completed within a period of 10 days from receipt of a valid demat request along with all documents.

#### Status of Dematerialization of Shares as on March 31, 2015

	No of Shares	%
NSDL	9072703	56.68
CDSL	4159685	25.99
Physical	2773912	17.33
Total	16006300	100.00

Your company confirms that the entire Promoter's holdings were converted into electronic form and the same is in the line with the directives issued by SEBI

#### Outstanding ADRs/GDRs/ Not applicable

Warrants or any convertible Instruments, conversion date and likely impact on equity

#### Address for Correspondence

House No. 2B, Plot No. 134,  
Near Golden Temple,  
Secretariat Colony,  
Puppalaguda, Manikonda,  
HYDERABAD - 500 089.

#### Investor Correspondence

\*For transfer in physical form

\* For Shares in Demat form





M/s. Bigshare Services Pvt. Limited  
E-2, Ansa Industrial Estate, Sakivihar Road  
Saki Naka, Andheri (E)  
MUMBAI - 400 072.

### Declaration of Compliance with Code of Conduct

I hereby Confirm that the Company has obtained from all the members of the Board and Senior management personnel, affirmation that they have complied with the code of conduct for Board members and Senior management personnel in respect of the financial year ended 31<sup>st</sup> March, 2015

For and on behalf of the Board  
For **SIBAR SOFTWARE SERVICES (I) LIMITED**

Date: 14-08-2015  
Place: Hyderabad

K. Balasubramanian  
Director

Subhransu Sekar Pani  
Executive Director

### CEO/CFO Certification Under Clause 49 of the Listing Agreement with the Stock Exchanges

In relation to the Audited financial statements and the cash flow statements for the year and that to the best of their knowledge and belief:

- (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 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 violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such 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
- (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board  
For **SIBAR SOFTWARE SERVICES (I) LIMITED**

Date: 14-08-2015  
Place: Hyderabad

P. Mahendra  
CFO

Subhransu Sekar Pani  
Executive Director



## Sibar Software Services (India) Limited

HANUMAIAH & CO  
CHARTERED ACCOUNTANTS  
1 & 2, RAM'S VSR APARTMENTS, MOGALRAJAPURAM, VIJAYAWADA

### INDEPENDENT AUDITORS' REPORT

To  
The members of M/s. Sibar Software Services (India) Limited

#### Report on the financial statements

We have audited the accompanying financial statements of M/S. . Sibar Software Services (India) Limited ("Company"), which comprise the Balance Sheet as at 31.03.2015, the Statement of Profit and Loss account 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

Management is responsible for the preparation of the financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting standards referred to in section 133 of the Companies Act, 2013("Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by the institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are in 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 management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

#### Opinion

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

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

#### Report on other legal and regulatory requirements

1. As required by the Companies (Audit Report) Order, 2015 issued by the Central Government of India in terms of sub-section 11 of section 143 of the Companies Act, 2013, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.



2. As required by section 143(3) of the Act, we report that:

- a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet and Statement of Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013; read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the Directors, as on 31st March, 2015 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2014 from being appointed as a Director in terms of section 164 (2) of the Companies Act, 2013.
- f) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business.
- g) In our opinion, and according to the information and explanations given to us, the company has disclosed the pending litigations of the company which will have impact on the financial statements.
- h) In our opinion, and according to the information and explanations given to us, the company is not foreseeing any losses, and therefore the provision of the same does not arise.

Place: Hyderabad  
Date:30.05.2015

For, M/s. Hanumaiah & Co.  
Chartered Accountants (  
Registration No 009021S)  
Sd/-  
(K. Hanumaiah)  
Partner  
Membership No. 201719

#### **ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in the Auditor's Report to the Members of M/s. . Sibar Software Services (India) Limited for the year ended 31st March, 2015.

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) The fixed assets have been physically verified by the management during the period and no serious discrepancies have been noticed on such verification.
- 2) a) The stock of inventory have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
b) In our opinion, the procedures of physical verification of inventory followed by the management reasonable and adequate considering the size of the company and the nature of its business.  
c) No material discrepancies have been noticed on physical verification of stocks as compared to book records in so far as appears from our examination of the books.
- 3) In our opinion and according to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the receipt of the principal amount and interest thereon and overdue thereon does not arise.



## Sibar Software Services (India) Limited

- 4) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. Further during the course of our audit, we have not come across any instances of major weaknesses in internal control that in our opinion, requiring correction.
- 5) In our opinion and according to the information and explanations given to us and as shown by the books of accounts, the company has not accepted deposits within the meaning Section 73 to 76 of the Companies Act, 1956 and hence compliance of provisions of Section 73 to 76 of the companies Act 1956 does not arise.
- 6) The Central Government had not prescribed any cost records U/s. 148(1) of the Companies Act, 1956 and hence the maintenance of cost records does not arise.
- 7) a) According to the books and records examined by us and the information and explanations given to us, the company is regular in depositing with appropriate authorities the undisputed statutory dues in respect of provided fund, ESI, wealth-tax, service tax, sales-tax, customs duty and excise duty and there were no undisputed statutory dues and arrears as at the date of the Balance Sheet under report for the period exceeding six months from the date they became payable. However, there exists an undisputed income tax liability of Rs. 144.44 lacs which have remained outstanding as at 31<sup>st</sup> March, 2015.  
b) According to the books and records examined by us and the information and explanations given to us, there was no disputed statutory dues in respect of provided fund, ESI, Income tax wealth-tax, service tax, sales-tax, customs duty, excise duty and ces.
- 8) According to the information and explanations furnished to us the company has been incorporated for a period exceeding 5 years. The accumulated losses at the end of the year as on 31.03.2015 Rs. 849.90 lacs which accounts 53.09 % of its net worth and the company has incurred cash losses during the financial years 2014-15.
- 9) According to the books and accounts examined by us and the information and explanations given to us the company has not availed any loans from any of the financing institutions, bank or debenture holders and therefore the defaults thereof does not arise.
- 10) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 11) According to the books and accounts examined by us and the information and explanations given to us the company has not taken any term loans during the year
- 12) During the course of our examination of the accounts of the company in accordance with generally accepted auditing practices, we have not come across any instances of fraud on or by the company, nor has the management, of any such instance being noticed or reported during the year.

Place: Hyderabad  
Date: 30.05.2015

For, M/s. Hanumaiah & Co.  
Chartered Accountants  
(Registration No 009021S)  
Sd/-  
(K. Hanumaiah)  
Partner  
Membership No. 201719

## BALANCE SHEET AS AT 31.03.2015

(Figures in Rupees)

Particulars	Note	As at 31.03.2015	As at 31.03.2014
<b>A. EQUITY AND LIABILITIES</b>			
1. Shareholders' Funds			
(a) Share Capital	1	16,00,63,000.00	16,00,63,000.00
(b) Reserves & Surplus	2	(8,49,90,601.49)	(8,49,31,728.49)
2. Non Current Liabilities			
(a) Long Term Borrowings	3	0.00	0.00
(b) Deferred Tax Liabilites (Net)	4	32,06,217.00	32,06,217.00
3. Current Liabilities			
Short Term Provisions	5	1,91,000.00	1,70,000.00
<b>Total</b>		<b>7,84,69,615.51</b>	<b>7,85,07,488.51</b>
<b>B. ASSETS</b>			
1. Non Current Assets			
Fixed Assets			
- Tangible Assets	6	0.00	63,300.00
- Non Current Investments	7	7,78,72,671.00	7,78,50,671.00
2. Current Assets			
Cash & Cash equivalents	8	92,688.51	89,261.51
Trade Receivables	9	5,04,256.00	5,04,256.00
<b>Total</b>		<b>7,84,69,615.51</b>	<b>7,85,07,488.51</b>

-----  
 as per our attached report of even data

For and on behalf of the Board

Sd/-  
 for Hanumaiah & Co  
 Chartered Accountant  
 Firm Regd. No.009021S  
 (Sd/-) K. Hanumaiah  
 Partner  
 Membership No. 201719

Sd/-  
 P. Mahendra  
 CFO

Sd/-  
 K. Balsubramanian  
 Director

Sd/-  
 Subhramsu Sekhar Pani  
 Executive Director

Place : Hyderabad  
 Date : 30.05.2015



## Sibar Software Services (India) Limited

### STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03 2015

Particulars	Note	31.03.2015 Rs.	31.03.2014 Rs.
<b>1. Income :</b>			
Revenue from Operations (Net)		7,68,668.00	10,93,000.00
	Total	7,68,668.00	10,93,000.00
<b>2. Expenses :</b>			
Employee benefits expenses	10	2,40,000.00	6,03,000.00
Other Expenses	11	5,24,241.00	4,89,238.08
	Total	7,64,241.00	10,92,238.08
<b>3. Profit / (Loss) Before Tax</b>		4,427.00	761.92
<b>4. Depreciation</b>		63,300.00	0.00
<b>4. Tax Expenses</b>		0.00	0.00
<b>5. Profit / (Loss) for the year</b>		(58,873.00)	761.92

asper our attached report of even data

For and on behalf of the Board

for Hanumaiah & Co  
Chartered Accountant  
Firm Regd. No.009021S  
(Sd/-)

K. Hanumaiah  
Partner  
Membership No. 201719

Place : Hyderabad  
Date : 30.05.2015

Sd/-  
P. Mahendra  
CFO

Sd/-  
K. Balsubramanian  
Direcotr

Sd/-  
Subhransu Sekhar Pani  
Executive Director

## NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULRS	31.03.2015 Rs.	31.03.2014 Rs.
<b>Note -1</b>		
<b>Share Capital</b>		
Authorised Capital		
1,65,00,000 Equity Shares of Rs.10/- each	16,50,00,000.00	16,50,00,000.00
	-----	-----
Issued , Subscribed & Paid up Capital		
1,60,06,300 Equity Shares of Rs.10/- each	16,00,63,000.00	16,00,63,000.00
	-----	-----
Total	16,00,63,000.00	16,00,63,000.00
	-----	-----

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

## a) Details of Reconciliation of Share Capital

	As at 31st March, 2015	
	No. of Shares	Amount Rs.
<u>Equity shares with voting rights:-</u>		
i. Opening Balance	1,60,06,300.00	16,00,63,000.00
ii Fresh Issue	Nil	Nil
iii. Closing Balance	1,60,06,300.00	16,00,63,000.00
	-----	-----

b) There are no shareholders owning more than 5% of shareholding in the company



## Sibar Software Services (India) Limited

PARTICULRS	31.03.2015	31.03.2014
	RS.	RS.

### Note-2

#### Reserves & Surplus

Add : Opening balance	(8,49,31,728.49)	(8,49,32,490.41)
Add : During the year Profit / (Loss)	(58,873.00)	761.92
	-----	-----
Total	(8,49,90,601.49)	(8,49,31,728.49)
	-----	-----

### NOTE - 3

#### Non Current Liabilities

##### Long Term Borrowings

##### Loans and Advance from Others

- Fruition Software Application Services	0.00	0.00
	-----	-----
Total	0.00	0.00

### NOTE - 4

#### Deferred Tax Liability

- Opening Balance	32,06,217.00	32,06,217.00
	-----	-----
Total	32,06,217.00	32,06,217.00
	-----	-----

### NOTE - 5

#### Current Liabilities

- Short Term Provisions		
- Audit Fee Payable	1,80,000.00	1,70,000.00
- Outstanding Expenses	11,000.00	
	-----	-----
Total	1,91,000.00	1,70,000.00
	-----	-----





STATEMENT OF DEPRECIATION FOR THE YEAR ENDED ON 31.03.2015 (As Per Companies Act)

Note-6

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Balance as on 01.04.2014	Purchases during the year	Sales during the year	Total as on 31.03.2015	Opening balance 01.04.2014	For The Current Year	Total Dep upto 31.03.2015	Balance as on 31.3.2015	Balance as on 31.3.2014
<b>Computers:</b>									
<b>Hardware:</b>									
As 400C Server	1,84,16,143.00	0.00	0.00	1,84,16,143.00	1,83,52,843.00	0.00	1,83,52,843.00	0.00	63,300.00
Intel I233	13,74,000.00	0.00	0.00	13,74,000.00	13,74,000.00	0.00	13,74,000.00	0.00	0.00
Laptop	14,50,000.00	0.00	0.00	14,50,000.00	14,50,000.00	0.00	14,50,000.00	0.00	0.00
Laser Printer	1,00,000.00	0.00	0.00	1,00,000.00	1,00,000.00	0.00	1,00,000.00	0.00	0.00
Networking	86,000.00	0.00	0.00	86,000.00	86,000.00	0.00	86,000.00	0.00	0.00
HP III Scanner	2,40,000.00	0.00	0.00	2,40,000.00	2,40,000.00	0.00	2,40,000.00	0.00	0.00
UPS	30,000.00	0.00	0.00	30,000.00	30,000.00	0.00	30,000.00	0.00	0.00
Epabx	4,01,928.00	0.00	0.00	4,01,928.00	4,01,928.00	0.00	4,01,928.00	0.00	0.00
	74,870.00	0.00	0.00	74,870.00	74,870.00	0.00	74,870.00	0.00	0.00
<b>Software:</b>									
Computer Software	42,95,100.00	0.00	0.00	42,95,100.00	42,95,100.00	0.00	42,95,100.00	0.00	0.00
Erada Software	3,50,000.00	0.00	0.00	3,50,000.00	3,50,000.00	0.00	3,50,000.00	0.00	0.00
<b>Plant &amp; Machinery:</b>									
Air Conditioner	11,66,128.00	0.00	0.00	11,66,128.00	11,66,128.00	0.00	11,66,128.00	0.00	0.00
Books	3,82,731.00	0.00	0.00	3,82,731.00	3,82,731.00	0.00	3,82,731.00	0.00	0.00
Generator	5,91,000.00	0.00	0.00	5,91,000.00	5,91,000.00	0.00	5,91,000.00	0.00	0.00
Refrigerator	9,335.00	0.00	0.00	9,335.00	9,335.00	0.00	9,335.00	0.00	0.00
<b>Vehicles</b>	8,58,418.00	0.00	0.00	8,58,418.00	8,58,418.00	0.00	8,58,418.00	0.00	0.00
<b>Furniture &amp; Fixtures:</b>									
Electrical Fittings	10,62,094.90	0.00	0.00	10,62,094.90	10,62,094.90	0.00	10,62,094.90	0.00	0.00
Furniture	51,49,395.50	0.00	0.00	51,49,395.50	51,49,395.50	0.00	51,49,395.50	0.00	0.00
Interior Decoration	33,28,610.15	0.00	0.00	33,28,610.15	33,28,610.15	0.00	33,28,610.15	0.00	0.00
Pipes & Fittings.	2,766.25	0.00	0.00	2,766.25	2,766.25	0.00	2,766.25	0.00	0.00
<b>Total</b>	3,93,68,519.80	0.00	0.00	3,93,68,519.80	3,93,05,219.80	0.00	3,93,05,219.80	0.00	63,300.00



## Sibar Software Services (India) Limited

PARTICULARS	31.03.2015 RS.	31.03.2014 RS.
<b>NOTE - 7</b>		
Non Current Assets		
- Non Current Investments		
- M/s. Secure Information Technology Solution Inc.	1,41,05,891.00	1,41,05,891.00
- Corporate Bodies on other than cash	6,00,00,000.00	6,00,00,000.00
- M/S. Netware Infotech	28,00,000.00	28,00,000.00
- M/s. Sibar Financial Services Pvt. Ltd	9,00,000.00	9,00,000.00
- Rent Advance	22,000.00	0.00
- Electricity Deposit	44,780.00	44,780.00
	-----	-----
Total	7,78,72,671.00	7,78,50,671.00
	-----	-----
<b>NOTE - 8</b>		
Current Assets		
- Cash & Cash Equivalents		
- Cash Balance	84,172.79	80,745.79
- Cash at Bank	8,515.72	8,515.72
	-----	-----
Total	92,688.51	89,261.51
	-----	-----
<b>NOTE - 9</b>		
Trade Receivables		
- Secure Information Technology Solution Inc.	5,04,256.00	5,04,256.00
	-----	-----
Total	5,04,256.00	5,04,256.00
	-----	-----
<b>NOTE - 10</b>		
Employees Benefit Expenses		
- Salaries	2,40,000.00	6,03,000.00
	-----	-----
Total	2,40,000.00	6,03,000.00
	-----	-----
<b>NOTE - 11</b>		
Other Expenses		
- Audit Fee	10,000.00	10,000.00
- Bank Charges	1,061.00	1,305.08
- Custodial Charges	1,27,900.00	1,32,500.00
- Electricity Charges	15,364.00	14,070.00
- Listing Fee	1,12,360.00	47,000.00
- Office Maintenance	13,000.00	63,800.00
- Office Rent	1,32,000.00	1,45,600.00
- Postage & Telegrams	14,342.00	4,377.00
- Printing & Stationery	13,350.00	10,432.00
- Rates, Taxes & Licenses	72,500.00	45,000.00
- Telephone Charges	12,364.00	12,353.00
- Travelling Charges	0.00	2,801.00
	-----	-----
Total	5,24,241.00	489,238.08
	-----	-----

**NOTES TO THE ACCOUNTS FORMING PART OF  
BALANCE SHEET AND PROFIT & LOSS ACCOUNT****1. Accounting policies:**

- a. Assets and Liabilities are recorded at historic cost to the Company.
- b. Assets under erection/installation and advances paid for acquisition of assets are shown as capital work-in-progress
2. In the matter of compliance with the Accounting Standard “AS-22, Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India (ICAI), it is to state that since the Company has unabsorbed losses to the tune of Rs 849.90 lakhs and further it is incurring continuous losses, there is very much uncertain in availability of future taxable income against which the deferred tax assets can be realised. As such the provision for deferred tax assets is not made.
3. Fixed Assets are stated at cost less depreciation. The cost including related incidental/installation expenses and pre-operative expenses, net of revenue related to project, till the date of commencement of commercial production.
4. Depreciation on fixed assets has been provided to the extent of assets, which are fully utilised.
5. Investments and deposits have been stated at book value and the depreciation in value of the investments have not been provided for in the books of account.
6. There are no employees drawing salary of Rs. 2,00,000/- or more p.m. or Rs. 24,00,000/- or more per year or part thereof
7. Figures have been rounded off to the nearest rupee.
8. All figures are in Rupees, Paise have been rounded to nearest Rupee.
9. No Remuneration was paid to Executive Director and Other Directors during the year under review and no provision has been made thereof; since they volunteered to not to claim salary for the financial year 2014-2015.
10. Expenditure of Foreign Currency Rs. Nil.
11. The previous year figures are regrouped wherever necessary.

	By order of the Board	
Sd/-	Sd/-	Sd/-
P.Mahendra	K. Balasubramanian	Subhramsu Sekhar Pani
CFO	Director	Executive Director

Place : Hyderabad  
Date : 30.05.2015



## Sibar Software Services (India) Limited

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

We have examined the attached cash flow statement of M/s. Sibar Software Services (I) Ltd, for the period ended 31.03.2015

(All amounts in rupees, unless otherwise stated)

A)	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Net Profit / Loss before tax and Extraordinary items	(58,873.00)	761.92
	Add : Financial Expenses	0.00	0.00
		-----	-----
	<b>Adjustments for :</b>	(58,873.00)	761.92
	Depreciation	63,300.00	0.00
	Interest / Dividend	0.00	0.00
	Foreign Exchange	0.00	0.00
	Preliminary Expenses Written Off	0.00	0.00
	Finance Charges Writtten Off	0.00	0.00
		-----	-----
	Operating Profit before working capital changes	4,427.00	761.92
	<b>Adjustments for :</b>		
	Increase (Decrease) in current liabilities	21,000.00	10,000.00
		-----	-----
		21,000.00	10,000.00
		-----	-----
	Cash generation from operations	25,427.00	10,761.92
	Interest Paid	0.00	0.00
	Cashflow before Extra - Ordinary Items	25,427.00	10,761.92
		-----	-----
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>25,427.00</b>	<b>10,761.92</b>
		-----	-----
	<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Purchase of Fixed Assets	0.00	0.00
	(Increase) / Decrease in Investment & Deposits	(22,000.00)	25,500.00
		-----	-----
	Interest Received	0.00	0.00
	Dividend Received	0.00	0.00
		-----	-----
	<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>(22,000.00)</b>	<b>25,500.00</b>
		-----	-----
	<b>C) CASH FLOW FROM FINANCING ACTIVITIES :</b>		
	Proceeds from issue of Share Capital	0.00	0.00
	Increase / (Decrease) in Bank Borrowings	0.00	0.00
	Proceeds from Calls in Arrears	0.00	0.00
	Increase / (Decrease) in Unsecured Loans	0.00	0.00
		-----	-----
	<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>0.00</b>	<b>0.00</b>
		-----	-----
	<b>D) NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>3,427.00</b>	<b>36,261.92</b>
	Cash and Cash Equivalents as at	92,688.51	89,261.51

For Hanumaiah & Co  
Chartered Accountant  
Sd/-  
(K.Hanumaiah)  
Partner, Membership No.201719

Place : Hyderabad  
Date : 30.05.2015

By order of the Board  
Sd/-  
P. Mahendra  
CFO

Sd/-  
K. Balasubramanian  
Director

Sd/-  
Subhransu Sekhar Pani  
Executive Director

# 16<sup>th</sup> Annual Report



**SIBAR SOFTWARE SERVICES (INDIA) LIMITED**  
CIN: L72200TG1999PLC032568

**Registered Office:** House No-2B, Plot No-134, Near Golden Temple, Secretariat Colony, Puppalaguda, ManiKonda, Hyderabad, Telangana - 500 089.

**Phone:** 08413403656

**e-mail:** sibarsoft@gmail.com ; **Website :** [www.sibarsoftware.com](http://www.sibarsoftware.com)

**16<sup>th</sup> ANNUAL GENERAL MEETING**  
**Form No. MGT-11**  
**PROXY FORM**

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

1. Name(s) of Member(s) :  
Including joint holders, if any
2. Registered address of the sole/ :  
: First named Member
3. E-mail ID :
4. DP ID No. & Client ID No. :  
Registered Folio No.

I / We, being the Member(s) of \_\_\_\_\_ Sibar Auto Parts Limited, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

as my /our proxy to attend and vote (on a poll) for me / our behalf at the 16<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Wednesday, 30<sup>th</sup> day of September, 2015 at 10.00A.M at House No-2B, Plot No-134, Near Golden Temple, Secretariat Colony, Puppalaguda, ManiKonda, Hyderabad, Telangana - 500 089 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description <b>Ordinary Business</b>	VOTE	
		FOR	AGAINST
1	Adoption of Financial Statements for the year ended March 31, 2015		
2	Re-appointment of Sri K. Srinivas, director retiring by rotation		
3	Appointment of Auditors		
	<b>Special Business</b>		
4	Appointment of Smt. K. Gita Bhavani, Director of the Company		
5	Replacement of Articles with new set of Airticles of Association		
6.	Reappointment of Sri. Shekar Pani, as an executive Director		

Signed this ..... day of .....2015. Signature of Shareholder.....

Note : 1) This form of proxy in order to be affective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company.

ATTENDANCE SLIP



## Sibar Software Services (India) Limited

**Regd. Office:** House No. 2B, Plot No. 134, Near Golden Temple,  
Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089..

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF  
THE MEETING HALL.

Joint shareholders may obtain Additional Slip at the Venue of the Meeting.

DP ID : Folio No. :

Client ID : No. of Shares :

Name and Address of the Shareholder

I hereby record my presence at the **16<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on 30<sup>th</sup> September, 2015 at 10.00 AM at House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089..

\* Applicable for investors holding shares in electronic form

Signature of the Shareholder / Proxy

**BOOK POST**  
(Printed Matter)

If undelivered, please return to :  
**Sibar Software Services (India) Limited**  
House No. 2B, Plot No. 134, Near Golden Temple,  
Secretariat Colony, Puppalaguda, Manikonda,  
HYDERABAD - 500 089.