

BOSTON TEKNEWSYS (INDIA) LIMITED

CIN: L65993TG1978PLC002366

Email: csboston123@gmail.com

Website: www.btil.co.in

FORM A

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

1.	Name of the Company	Boston Teknewsys (India) Limited
2.	Annual Financial Statements for the Year ended	31 st March 2013
3.	Type of Audit Observation	NIL
4.	Frequency of Observation	Not Applicable

Signed by

For Boston Teknewsys (India) Limited



Vishnu Kant Bhangadia
Director

For Boston Teknewsys (India) Limited



G. Srinivasa Raju
Audit Committee Chairman

For Chanamolu & Co
Chartered Accountants



G. Murali
Partner

Place: Hyderabad

Date: 28.08.2014

**BOSTON TEKNEWSYS
(INDIA) LIMITED**

**35th
ANNUAL REPORT
2013-2014**

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CORPORATE INFORMATION

Board of Directors:

1. Mr. V V V Satyanarayana - Director (DIN: 00163449)
2. Mr. Ajay Kumar Sinha - Whole Time Director cum CFO
(DIN: 06956495)
3. Mr. Vishnu Kant Bhangadia - Director (DIN: 02405217)
4. Mr. G. Srinivasa Raju - Independent Director (DIN: 01677606)
5. Mr. D. Surender Reddy - Independent Director (DIN: 06559077)

Registered Office:

Plot No. 16, 1st Floor, Srila Realty Layout,
Madinaguda, Miyapur, Serilingampally Mandal
Hyderabad-500049

Audit Committee:

- Mr. G. Srinivas Raju - Chairman
Mr. Ajay Kumar Sinha - Member
Mr. D. Surender Reddy - Member

Nomination & Remuneration Committee:

- Mr. G. Srinivas Raju - Chairman
Mr. D. Surender Reddy - Member
Mr. Vishnu Kant Bhangadia - Member

Stakeholders Relationship Committee:

- Mr. G. Srinivas Raju - Chairman
Mr. Ajay Kumar Sinha - Member
Mr. Vishnu Kant Bhangadia - Member

Auditors:

M/s. Chanamolu & Co.
Chartered Accountants,
Hyderabad

Boston Teknowsys (India) Limited

Bankers:

Axis Bank,
Begumpet Branch,
Hyderabad

Listing:

- 1) BSE Limited
- 2) Ahmedabad Stock Exchange Limited
- 3) Vadodara Stock Exchange Limited
- 4) Bangalore Stock Exchange Limited

Registrar & Share Transfer Agents:

M/s. Bigshare Services Pvt Ltd
306, 3rd Floor, Right Wing, Amrutha Ville
Opp. Yashoda Hospital, Raj Bhavan Road,
Somajiguda, Hyderabad - 500 082

Demat ISIN Number in NSDL & CDSL:

INE777E01017

Website:

www.btil.co.in

Investor Email – ID:

csboston123@gmail.com

Corporate Identity Number:

L65993TG1978PLC002366

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Shareholders of M/s Boston Teknowsys (India) Limited will be held on Tuesday, the 30th day of September, 2014 at 11.00 A.M. at the registered office of the company situated at Plot No. 16, 1st Floor, Srila Realty Layout, Madinaguda, Miyapur, Serilingampally Mandal, Hyderabad - 500049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Vishnu Kant Bhangadia who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Chanamolu & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. 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 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Ajay Kumar Sinha (DIN 06956495), who was appointed as Additional Director in the Board of the Company on 28.08.2014 in terms of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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

“RESOLVED THAT in accordance with the provisions of Sections 196,197,203 and Schedule V and other applicable provisions, if any, of

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the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board to appoint Mr. Ajay Kumar Sinha (DIN 06956495) as the whole time director and CFO of the Company and to fix, alter or vary from time to time the remuneration payable to Mr. Ajay Kumar Sinha (DIN 06956495) in such manner as it may deem fit including doubling the limits (without the approval of the Central Government) as prescribed under Schedule V of the Companies Act, 2013 including any Statutory modifications(s) in force or that may hereinafter be made thereto by the Central Government as may be agreed by the Board of Directors and Mr. Ajay Kumar Sinha (DIN 06956495)".

“RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be ad is hereby authorized to vary and alter in terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Ajay Kumar Sinha (DIN 06956495) within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Ajay Kumar Sinha (DIN 06956495) without any further reference to the Company in General Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

6. 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, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. D. Surender Reddy (DIN - 06559077), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 01.04.2014 up to 31.03.2019, not liable to retire by rotation.”

7. 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 149, 152 of the Companies Act, 2013 and rules made there under, Mr. G. Srinivasa Raju (DIN 01677606), who was appointed as Additional Director in the Board of the Company on 01.09.2013 read with Articles of Association of the Company, and whose period of office is liable to determination by retirement of director by rotation 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 Mr. G. Srinivasa Raju as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company and not liable to retire by rotation.”

8. ALTERATION 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 Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

a) In interpretation clause of Article 2 the following definition is inserted after existing clause 2 (ix)

2(x) ‘Electronic mode’ means carrying out electronically-based, transactions whether main server is installed in India or not, including, but not limited to:

- I. business to business and business-to-consumer transactions, data interchange and other digital supply transactions;
- II. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;
- III. Financial statements, web-based marketing, advisory and transactional services, database services and products, supply chain management;
- IV. Online services such as telemarketing, telecommuting, education and information research; and all related data communication services;
- V. Facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail addresses, using any

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electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;

- VI. Posting of an electronic message board or network that the company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or
 - VII. Other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and
 - VIII. Video conferencing, audio-visual mode, net conferencing and/or any other electronic communication facility.
- b) A new Clause 81(1) is being inserted after the Article 81 which is as under:

“81(1). Service of documents through electronic mode

Notwithstanding anything contained in these articles and as per Section 20 & 134 of the Companies Act, 2013 read with rules made thereunder, a Company may serve copies of the Balance sheet, Statement of Profit and loss, Auditors’ Report, Directors’ Report, Notice of the General Meeting along with explanatory statements etc. and any other documents to the members through electronic mode, by following conditions laid down under the relevant Rules.”

- c) **A new clause 93(a) is being inserted after Article 93 which is as under:**
“93 (a) Voting by members through electronic mode

A member may exercise his vote at a General Meeting or Postal Ballot by electronic mode in accordance with Section 108 of the Companies act, 2013 and rules made thereunder and shall be eligible to vote only once for a single resolution.”

- d) **A new clause 122 (a) is being inserted under Article 122 which is as under:**

“122 (a) Participation in Meeting of the Board by Directors through electronic mode

Notwithstanding anything contained herein, the director(s) may participate in the meeting(s) of the Board or any committee thereof through electronic mode by video conferencing or other audio visual modes as may be

prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued/to be issued from time to time by competent/statutory authority(ies).”

e) **A new Article 161 is being inserted which is as under:**

“161. Maintenance of registers and records in electronic mode

“Notwithstanding anything contained in these Articles, Registers, Index, Agreement, Memorandum, Minutes, Books of Accounts or any other documents required to be kept by the Company under the Companies Act, 2013 may be kept in electronic form in such form and manner as may be prescribed under Section 120 of the Companies Act, 2013 and rules made thereunder.”

f) **A new Article 162 is being inserted which is as under:**

162. “General Clause – Overriding effect of Companies Act, 2013”

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder, the provisions of Companies Act, 2013 and rules made thereunder shall override the provisions of these Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013 if any.”

9. CHANGE OF NAME OF THE COMPANY:

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 Sections 13, 14 and rules made there under and other applicable provisions of the Companies

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Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from “**Boston Teknowsys India Limited**” to “**Amber Fabrics Limited**” or such other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana in this behalf.”

Further resolved that the consent of the members of the Company be and is hereby accorded for alteration of memorandum and articles of association of the Company by changing the name of the Company from “**Boston Teknowsys India Limited**” to “**Amber Fabrics Limited**” or such other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana in this behalf wherever it appears in the Memorandum and Articles of Association.”

For and on behalf of the Board
Boston Teknowsys (India) Limited

Sd/-

Place: Hyderabad
Date: 28.08.2014

Vishnukant Bhangadia
Director
DIN: 02405217

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 27.09.2014 to 30.09.2014 (Both days inclusive).
4. The Company is presently using National – ECS (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/send any change in their address/mandate/bank details; and particulars of their bank account, in case the same have not been sent earlier to the Company’s Registrar and Transfer Agent.

5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Bigshare Services Pvt Ltd., Share Transfer Agents of the Company for their doing the needful.
11. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode.
12. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.btil.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also

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send requests to the Company's investor email id csboston123@gmail.com.

1. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID- For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DPID followed by 8 Digits Client ID, Members holding shares in Physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and click on login.
- (v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.co.in for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares holding shares	in Demat Form For Members in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

- * 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 folio number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Shyam with folio number 1 then enter SH00000001 in the PAN Field.
- # Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) 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.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) 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.

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- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xv) 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.
- (II) In case of members receiving the Physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**
- (A) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
 - (B) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
 - (C) The voting period begins on 20.09.2014 at 9.00 A.M. and ends on 22.09.2014 at 6.00.P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the 29.08.2014 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 26.09.2014.
- VII. Mr. Vivek Surana, Practicing Company Secretary, bearing C.P. Number 12901 has been appointed as the Scrutinizer to scrutinize the e-voting process.

- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.btil.co.in and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- X. Since the Company is required to provide members facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 26.09.2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 102(2) of the Companies Act, 2013)

Item Nos. 4 & 5:

Mr. Ajay Kumar Sinha (DIN 06956495) was appointed as an Additional Director of the company with effect from 28.08.2014 respectively, by the board of directors of the company. According to the provisions of section 161 of the Companies Act, 2013, he holds office as Director only upto the date of ensuing Annual General Meeting. As required under section 160 of the Companies Act, 2013, notice has been received from a member signifying its intention to propose the appointment of Mr. Ajay Kumar Sinha (DIN 06956495) as a Director along with the deposit of requisite amount.

Having regard to the knowledge, experience of Mr. Ajay Kumar Sinha (DIN 06956495) and the responsibilities shouldered on him, considering the recommendations of Nomination & Remuneration committee, the Board accorded its approval at the meeting held on 28th August, 2014 subject to the approval of shareholders of the Company by way of special resolution, to fix the salary payable to Mr. Ajay Kumar Sinha (DIN 06956495) within the maximum limit of managerial remuneration (without the approval of the Central Government) including for doubling the limits as prescribed under Section 197 read with Schedule V to the Companies Act, 2013. The Nomination & Remuneration committee had approved the remuneration payable to Mr. Ajay Kumar Sinha (DIN 06956495) by passing the necessary resolution in its meeting held on 28th August, 2014 in terms of Schedule V to the Companies Act, 2013.

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In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Ajay Kumar Sinha (DIN 06956495) will be entitled to receive the remuneration, perquisites and benefits as aforesaid or such remuneration as may be approved by the Board, subject to the compliance with the applicable provisions of schedule V of the Act.

Item No 6:

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. D. Surender Reddy was appointed as independent director by the Members of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Director have come into effect. As per the said provisions, the Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Director which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Director will serve for not more than two terms of five years each on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint him, as Independent Director on the Board of the Company for a term upto five consecutive years, commencing from 01.04.2014, not liable to retire by rotation. A brief profile of proposed Independent Director, including nature of their expertise, is provided in this Annual Report.

Notices have been received from Members proposing candidature of the above Director for the office of Independent Director of the Company. In the opinion of the Board, they fulfil the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board commends the Ordinary Resolutions as set out at item no. 6 for approval of the Members.

Except Mr. D. Surender Reddy in their respective resolution, none of the other director, key managerial personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 6.

Item No 7:

Mr. G. Srinivasa Raju was appointed Additional Director on 01.09.2013 in the category of 'Non-Executive Independent' and is continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. G. Srinivasa Raju as 'Independent Director' of the Company and pass the resolution set out at Item No. 6. The appointment of Mr. G. Srinivasa Raju is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. G. Srinivasa Raju has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that his continued association with the Company would benefit to the Company. Further, in the opinion of the Board, Mr. G. Srinivasa Raju fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the Management.

Except Mr. G. Srinivasa Raju, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No 8:

Due to the enactment of majority provisions of the Companies Act, 2013 certain changes are required to be made in the Articles of Association of the Company. Some new articles/clauses are proposed to be inserted in relation to use of electronic mode for voting by members, participation in meeting of the Board by Directors, service of documents and maintenance of registers and records.

A general clause is also proposed to be inserted to the effect that if any provision as mentioned in the articles is inconsistent with the provisions of the Companies Act, 2013 and Rules made therein, then the provisions of the Companies Act, 2013 and rules made therein shall override the provisions of these Articles.

The Board therefore recommends the resolution under section 14 of the Companies Act, 2013 as a special resolution for your approval.

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None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

Item No. 9:

The Board of directors of the company felt a need to diversify the business activities of the Company to textile and allied activities and accordingly decided to change the name of the company in tandem with the proposed new business objects. The change of name of the Company is subject to the approval of the shareholders of the Company and the Registrar of Companies, Andhra Pradesh and Telangana. However, necessary steps will be taken for amending the objects.

Pursuant to the provisions of Section 13 and 14 of the Companies Act, 2013, change of name of the company requires approval of members for alteration of the same in memorandum and articles of association. Hence, approval of the members is, therefore, sought in terms of the said sections.

Your Directors recommend the above Special Resolution for your approval.

None of the Directors or key managerial personnel or their relatives of the company are in anyway concerned or interested in the above said resolution.

For and on behalf of the Board
Boston Teknowsys (India) Limited

Sd/-

Place: Hyderabad
Date: 28.08.2014

Vishnukant Bhangadia
Director
DIN: 02405217

DIRECTORS' REPORT

To

The Members

We have pleasure in presenting the 35th Annual Report with Audited Statements of Accounts for the year ended 31st March 2014.

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	2013-14	2012-13
Income	754.26	655.14
Expenditure	740.00	643.40
Profit after tax	6.68	5.77

PERFORMANCE REVIEW:

The Company has recorded a turnover of Rs. 754.26 lakhs in the current year against the turnover of Rs 655.14 lakhs in the previous financial year ending 31.03.2013. The company had earned a profit of Rs. 6.68 lakhs after tax in the current financial year as compared to Rs. 5.77 lakhs profit after tax in the previous financial year.

The Company has been continuously working on quality up gradation and cost reduction plans for achieving efficient running of the organization.

DIVIDEND:

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

TRANSFER TO RESERVES:

An amount of Rs. 6.68 lakhs was transferred to Reserves & Surplus during the financial year 2013-2014.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

Boston Teknowsys (India) Limited

LISTING:

The equity shares of your company got listed on BSE Limited w.e.f. 20.11.2013. Apart from BSE, the equity shares are also listed on the Ahmedabad, Vadodara and Bangalore Stock Exchanges.

DIRECTORS:

During the year, Mr. G. Srinivasa Raju, and Mr. Ajay Kumar Sinha were appointed as Additional Directors w.e.f. 01.09.2013 and 28.08.2014 respectively. Mr. Ajay Kumar Sinha was appointed Whole time director and Chief Financial Officer of the Company with effect from 28.08.2014. Now the Board proposes to appoint them as Directors subject to necessary compliances.

Pursuant to the notification of Sec. 149 and other applicable provisions of Companies Act, 2013, your Directors are seeking appointment of Mr. G. Srinivasa Raju and Mr. D. Surender Reddy as Independent Directors and Mr. Ajay Kumar Sinha as whole time director of the Company. Details of the proposal for appointment of Mr. G. Srinivasa Raju, and Mr. Ajay Kumar Sinha, are mentioned elsewhere in the annual report.

During the year, Mr. B.V.S. Prasad, Mr. J. Appa Rao, Directors resigned w.e.f. 30.05.2014 and Mr. U. Satish Kumar, Mr. K. Krishna Reddy, Mr. Ankur Bisht resigned w.e.f. 28.08.2014. The Board places on records its deep appreciation and gratitude for the valuable services rendered by them during their tenure as directors on the Board of the Company.

In accordance with the Companies Act, 2013, Mr. Vishnu Kant Bhangadia retires by rotation and is eligible for reappointment and your Board recommends the re-appointment of the Director above.

Details of the Directors appointed/reappointed

Particulars	Mr. G. Srinivasa Raju	Mr. Vishnu Kant Bhangadia	Mr. Ajay Kumar Sinha	Mr. D. Surender Reddy
Date of Birth	04.05.1971	20.05.1983	26.01.1968	10.10.1975
Date of Appointment	01.09.2013	14.11.2012	28.08.2014	14.11.2012
Qualifications	Graduate	Graduate	Graduate	Post Graduate
No. of Shares held in the Company	30,600	59,100	-	-
Directorships held in other companies (excluding private limited and foreign companies)	Nil	Nil	Nil	Nil
Positions held in mandatory committees of other companies	Nil	Nil	Nil	Nil

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm

- i) That the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and deleting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on the going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- 1. Research and Development (R&D) : NIL
- 2. Technology absorption, adoption and innovation : NIL

C. Foreign Exchange Earnings and Out Go:

- Foreign Exchange Earnings : NIL
- Foreign Exchange Outgo : NIL

Boston Teknowsys (India) Limited

PARTICULARS OF EMPLOYEES:

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

CODE OF CONDUCT:

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given in Annexure.

AUDITORS:

M/s. Chanamolu & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The said Auditors have furnished the Certificate of their eligibility for re-appointment. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint them as Statutory Auditors of the Company from the conclusion of the forthcoming Annual General Meeting till the conclusion of the next Annual General Meeting.

CORPORATE GOVERNANCE:

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors, forms part of this Report as Annexure.

ACKNOWLEDGEMENTS:

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders,

I, D. Surender Reddy, Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

**For and on behalf of the Board
Boston Teknowsys (India) Limited**

**Place: Hyderabad
Date: 28.08.2014**

**Sd/-
Vishnukant Bhangadia
Director
DIN: 02405217**

**Sd/-
D. Surender Reddy
Director
DIN: 06559077**

MANAGEMENT DISCUSSION AND ANALYSIS
(Forming part of Directors' Report)

1. Overview:

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

2. Industry Structure and Developments:

The earlier trend of smaller companies being marginalized has continued in the year under review. Another distinct trend during the year has been the preference of foreign companies to outsource their entire IT needs to the larger companies and get them to setup large offshore operations to support these contracts.

3. Opportunities and Threats:

Though the overall scenario for the smaller companies is extremely competitive, there are some niche areas where there are some opportunities for growth. The management is exploring these areas to consider entering these areas and develop expertise in such areas.

4. Segment wise or Product wise Performance: Not applicable

5. Outlook:

The management is doing its best to forge relations with other companies and take the company forward in the new business lines. However, the outlook of the management is cautious in view of the competitive nature of the market.

6. Risks and Concerns:

While venturing into new business lines, the company would need access to funds. The risk of not being able to raise funds at the timer needed is the biggest risk that the management foresees.

7. Internal Control Systems:

The Company has adequate internal control systems commensurate with the size and the nature of business of the Company.

The internal control system is constantly assessed and strengthened with tighter control procedures. The internal control systems ensure effectively of operations, compliance with internal policies and applicable laws and regulations, protection of resources and assets, and accurate reporting of financial transactions.

The audit committee periodically reviews the adequacy and efficacy of the said internal control systems. All the issues relating to internal control systems are resolved by the audit committee.

8. Business performance and Segment Reporting:

During the year under review, the company has earned a Net profit of Rs. 6.68 lakhs as against Net profit of Rs. 5.77 Lakhs during the previous year. The performance of the company is expected to improve during the coming years which years with increasing efforts being made in the direction of improving the working efficiency of the company.

The company is engaged in the development of software, which as per Accounting Standard 17 is considered the only reportable business.

9. Risk Management:

Risk evolution and management is an ongoing process in the company

10. Human resources and Industrial relations:

Your company continues to have cordial relations with its employees.

REPORT ON CORPORATE GOVERNANCE

(Forming part of Directors' Report)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company seeks to adopt good corporate governance practices and to ensure compliance with all relevant laws and regulations. The Company conducts its activities in a manner that is fair and transparent and also perceived to be such by others.

II. BOARD OF DIRECTORS

Boston Teknowsys (India) Limited's Board consists of 5 Members of whom 2 are Non-Executive Independent Directors. The Composition of the Board is in conformity with the listing requirements.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanship/Membership of Board Committees include only Audit and shareholders/investor Grievance Committees.

BOARD MEETINGS:

The Board of Directors met 6 times during the year on 14.05.2013, 30.05.2013, 13.08.2013, 14.08.2013, 11.11.2013 and 12.02.2014 and the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

The details of directors' attendance at Board Meetings, AGM and details of other directorships, committee chairmanships/memberships held by the Directors during the year are as follows:

Boston Teknowsys (India) Limited

Sl. No	Name of the Directors	Category	Attendance Particulars		No. of other Directorships and Committee memberships/chairmanships			
			No. of Board meetings held during the tenure of the director		Last AGM	Other Directorships	Committee Memberships	Committee Chairmanship
			Held	Attended				
1.	# Mr. B.V.S.Prasad	Executive, Non Independent	6	6	Yes	8	NIL	NIL
2.	## Mr. J. Appa Rao	Independent Non-Executive	6	6	Yes	1	NIL	NIL
3.	### Mr. K. Krishna Reddy	Independent Non-Executive	6	6	Yes	--	NIL	NIL
4.	Mr. V V V Satyanarayana Rao	Non-Independent Non-Executive	6	6	Yes	2	NIL	NIL
5.	** Mr. U. Satish Kumar	Non Independent Non-Executive	6	5	Yes	--	NIL	NIL
6.	Mr. Vishnu Kant Bangadia	Non-Independent Non-Executive	6	6	Yes	--	NIL	NIL
7.	D Surender Reddy	Independent Non Executive	6	6	Yes	--	NIL	NIL
8.	*Mr. G. Srinivasa Raju	Independent Non Executive	2	2	N.A.	--	NIL	NIL
9.	*** Mr. Ankur Bisht	Independent Non Executive	2	2	N.A.	--	NIL	NIL
10.	%Mr. Ajay Kumar Sinha	Non-Independent Executive	--	--	N.A.	--	NIL	NIL

* appointed w.e.f. 01.09.2013

% appointed w.e.f. 28.08.2014

resigned w.e.f. 30.05.2014.

resigned w.e.f. 30.05.2014.

resigned w.e.f. 28.08.2014.

**resigned w.e.f. 28.08.2014.

***resigned w.e.f. 28.08.2014.

Boston Teknowsys (India) Limited

III. AUDIT COMMITTEE:

Composition, meetings and the attendance during the year:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2012-13, (4) four meetings of the Audit Committee were held on the 14.05.2013, 14.08.2013, 11.11.2013 and 12.02.2014.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
* Mr. G. Srinivasa Raju	Chairman	NED (I)	4	2
**Mr. Ajay Kumar Sinha	Member	ED	4	4
D Surender Reddy	Member	NED (I)	4	4

* appointed w.e.f. 01.09.2013 ** appointed w.e.f. 28.08.2014

NED (I): Non Executive Independent Director

ED: Executive Director

Terms of reference:

The terms of reference of the Committee, inter alia covers all the matters specified under Clause 49 of the Listing Agreement with the Stock Exchange as well as those specified in Section 292 (A) of the Companies Act, 1956. Besides, in additions to other terms as may be referred by the Board of Directors, the Audit Committee has the power inter alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company and seek legal and professional advice.

IV. NOMINATION & REMUNERATION COMMITTEE:

The details of composition of the Committee are given below:

Name	Designation	Category
*Mr. G. Srinivasa Raju	Chairman	NED (I)
Mr. D. Surendra	Member	NED
Mr. Vishnu Kant Bhangadia	Member	NED

* appointed w.e.f. 01.09.2013.

Terms of reference:

The main term of reference of the Committee is to approve the fixation/ revision of remuneration of the Managing Director/Whole Time Director of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

V. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Composition, meetings and the attendance during the year:

The Stakeholders Relationship Committee was constituted to look into the redressing of Shareholders and Investors complaints concerning transfer of shares, non receipt of Annual Reports, and non receipt of Dividend and other allied complaints.

The Details of composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category
* Mr. G. Srinivasa Raju	Chairman	NED (I)
** Mr. Ajay Kumar Sinha	Member	ED
Mr. Vishnu Kant Bhangadia	Member	NED

* appointed w.e.f. 01.09.2013 ** appointed w.e.f. 28.08.2014

The Company has designated an exclusive e-mail ID called csboston123@gmail.com for redressal of shareholders' complaints/ grievances.

Complaints received and redressed by the Company during the financial year:

During the year no complaints were received.

Boston Teknowsys (India) Limited

VI. GENERAL BODY MEETINGS:

Details of location, date and time of Annual General Meetings held during the last three years:

Financial Year	Venue	Date	Time
2010-2011	Plot No. 303, Rukmini Enclave Dharam Karam Road, Ameerpet, Hyderabad – 500016.	30.09.2011	12.30P.M.
2011-2012	Plot No. 303, Rukmini Enclave Dharam Karam Road, Ameerpet, Hyderabad – 500016.	29.09.2012	11.00 A.M.
2012-2013	Plot No. 16, 1st Floor, Srila Realty Layout, Madinaguda, Miyapur, Serilingampally Mandal Hyderabad-500049	13.08.2013	11.30 A.M.

- No Special Resolutions were passed in the previous three Annual General Meetings.
- No Ballots Papers were used for voting at above meetings.
- No resolutions were passed through postal ballot during the year.

VII. OTHER DISCLOSURES

- There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.
- There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- The Company has complied with all the mandatory requirements of Clause 49. As regards the non-mandatory requirements, the extent of compliance has been stated in this report against each item.
- There were no material pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company, other than payment of Board fees/commission and investments (if any) in shares / securities of the Company.

- (f) Managing Director and Chief Financial Officer of the Company have furnished the requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement.

VIII. MEANS OF COMMUNICATION

The un-audited quarterly results and audited results for the year are generally published in one English newspaper and at least one vernacular newspaper shortly after its submission to the Stock Exchanges and also updated on the website of the company i.e., www.btil.co.in

IX. GENERAL SHAREHOLDERS INFORMATION

a) 35th Annual General Meeting:

Date and Time	Tuesday, 30th September, 2014 at 11.00 A.M
Venue	Plot No. 16, 1st Floor, Srila Realty Layout, Madinaguda, Miyapur, Serilingampally Mandal, Hyderabad – 500049

b) Book Closure Date : 27.09.2014 to 30.09.2014 (Both days inclusive)

c) Financial Year and Calendar (Tentative) 2014-15:

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared within 45 days, except for the last quarter:

Financial Calendar

Financial Reporting for 2014-15 (tentative)	On or before
The First Quarter results	14.08.2014
The Second quarter results	14.11.2014
The Third quarter results	14.02.2015
The Fourth quarter results	30.05.2015

d) Listing on Stock Exchanges:

- 1) BSE Limited
- 2) Ahmedabad Stock Exchange Limited
- 3) Vadodara Stock Exchange Limited
- 4) Bangalore Stock Exchange Limited

Boston Teknowsys (India) Limited

- e) **Listing Fees** : Listing fee for the year 2014-15 has been paid to all the Stock Exchanges
- f) **Stock Code** : N.A.
- g) **ISIN No.** : For equity shares: INE777E01017
- h) **Stock Price Data** : Earlier the Company shares were not traded on any exchange. The shares got listed on BSE Limited w.e.f. 20.11.2013 and the trading summary thereafter is as below:

Month	High (Rs.)	Low (Rs.)
April, 2013	-	-
May, 2013	-	-
June, 2013	-	-
July, 2013	-	-
August, 2013	-	-
September, 2013	-	-
October, 2013	-	-
November, 2013	33.35	26.25
December, 2013	50.00	31.75
January, 2014	51.90	41.50
February, 2014	52.85	47.55
March, 2014	52.00	38.00

- i) **Registrar & Share Transfer Agents (for shares held in both physical and demat mode):**

M/s. Bigshare Services Pvt. Ltd.
306, 3rd Floor, Right wing, Amrutha Ville
Opp:Yashoda Hospital, Raj Bhavan Road,
Somajiguda, Hyderabad - 500 082

- j) **Share Transfer System:**

The Physical shares transfers are processed and the share certificates are returned to the shareholder within a maximum period of 15 days from the date of receipt, subject to the document being valid and complete in all respects.

Boston Teknowsys (India) Limited

Any transferee who wishes to demat the shares may approach a Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Share Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All the requests for Dematerialization and shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days on receipt.

k) Shareholding Pattern as on 31st March, 2014:

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	13,95,000	26.62
	Sub- Total A	13,95,000	26.62
B	Public Shareholding		
1.	Institutions	--	--
2.	Non- Institutions	38,45,500	73.38
	Sub Total B	38,45,500	73.38
	Grand Total (A+B)	52,40,500	100.00

l) Distribution of shareholding of the Company by number of shares held as on 31st March, 2014 is as follows:

Particulars	Shareholders		Shareholding	
	Number	%	Number	%
UPTO - 500	160	63.24	9336	0.18
501-1000	5	1.98	4213	0.08
1001-2000	6	2.37	11300	0.22
2001-3000	11	4.35	27500	0.52
3001-4000	-	NIL	NIL	NIL
4001-5000	4	1.58	19500	0.37
5001-10000	3	1.18	28475	0.54
10001 & ABOVE	64	25.30	5140476	98.09
Total	253	100	5240500	100

Boston Teknowsys (India) Limited

m) Dematerialization of Shares:

The Company's shares are dematerialized on National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited.

The Company's shares are dematerialized on National Securities Depositories limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is INE777E01017. As on 31st March, 2014, 2,08,960 equity shares with NSDL and 41,04,965 equity shares with CDSL are dematerialized which is 3.99% and 78.33% respectively of the paid up capital of the company and the balance are in physical form.

n) Address for Investors Correspondence:

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the registered office of the company.

Plot No. 16, 1st Floor, Srila Realty Layout,
Madinaguda, Miyapur, Serilingampally Mandal, Hyderabad – 500049

o) CEO/MD Certification:

As required by the clause 49 (V) of the Listing Agreement, the certificate from Whole Time Director is attached elsewhere in the annual report.

p) Corporate Governance Certificate of the Auditors:

The Statutory Auditors M/s Chanamolu & Co. has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report. The Certificate from the statutory auditor will be sent to the stock exchange along with the Annual Report of the Company.

For and on behalf of the Board
Boston Teknowsys (India) Limited

Sd/-

Place: Hyderabad
Date: 28.08.2014

Vishnukant Bhangadia
Director
DIN: 02405217

DECLARATION

To

The Members of Boston Teknowsys (India) Limited

This is to declare that the Code of Conduct envisaged by the Company for members of the Board and the Senior Management Personnel have been complied with by all the members of the Board and the Senior Management Personnel of the Company respectively.

For and on behalf of the Board
Boston Teknowsys (India) Limited

Sd/-

Place: Hyderabad
Date: 28.08.2014

Vishnukant Bhangadia
Director
DIN: 02405217

Dear Shareholder,

Please find below the Director certificate as per Clause 49(V) of the Listing Agreement:

MANAGING DIRECTOR /CFO CERTIFICATE

I, Vishnukant Bhangadia, Director of M/s Boston Teknowsys (India) Limited certifies that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. 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 in violation of Company's code of conduct.

Boston Teknowsys (India) Limited

3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

For and on behalf of the Board
Boston Teknowsys (India) Limited

Sd/-

Place: Hyderabad
Date: 28.08.2014

Vishnukant Bhangadia
Director
DIN: 02405217

INDEPENDENT AUDITORS OPINION

To The Members of

BOSTON TEKNEWSYS (INDIA) LIMITED

Hyderabad. Report on the financial Statements

We have audited the accompanying financial Statements of M/s BOSTON TEKNEWSYS (INDIA) LIMITED which comprise the Balance Sheet as at 31st March 2014, The statement of Profit & Loss Account and the cash flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

Managements Responsibility for the Financial Statements

The Companies management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting standards referred to in Sub-section (3C) of section 211 of the companies Act, 1956. 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 misstatements, whether due to fraud or error.

Auditors Responsibility

We have audited the attached Balance Sheet of M/s BOSTON TEKNEWSYS (INDIA) LIMITED, Hyderabad as at 31st March 2014, the Profit & Loss Account and also the Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us the said accounts read with other notes to accounts

Boston Teknowsys (India) Limited

and accounting policies give the information required by the Companies Act 1956, in the manner so required and give a true and fair view:-

- i) In the case of Balance Sheet of the state of the affairs of the Company as at 31st March 2014 and
- ii) In the case of Profit & Loss Account of the Profit of the Company for the year ended on that date.
- iii) In the Cash Flow statement of the Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by Section 227(3) of the Act, we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For CHANAMOLU AND CO.,

Chartered Accountants
Firm Regi. No : 010000S

G. Murali

Partner
Membership No.234971

Place: Hyderabad
Date : May 30th, 2014

Annexure to the Auditors' Report (referred to in paragraph 3 of our Report of even date to the Members of BOSTON TEKNOVSYS (INDIA) LIMITED for the year ended March 31, 2014)

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed Assets have been physically verified by the management and, in our opinion, the verification is reasonable having regard to the size of the company and the nature of its assets. There is no discrepancies were noticed on such verification.
- (c) No substantial part of fixed assets has been disposed off during the year.

2. In respect of its inventories:

- a) The Inventory of the Company has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper record of inventories. As explained to us, there were no material discrepancies notices on physical verification of inventories as compared to the book records.
3. In our opinion and according to the information and explanations given to us, the company has not granted or not taken any loans secured or unsecured to or from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods.
 5. Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there are no transactions that need to be entered into the register maintained under section 301.

Boston Teknowsys (India) Limited

6. a) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements needs to enter in the registers maintained under section 301 and exceeding the value of five lakh rupees in respect of any party during the year.
b) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.
7. In our opinion, the company has an internal audit system commensurate with the size and nature if its business.
8. The Central Government has not prescribed the maintenance of records in pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956.
9. According to the records of the company, there are no dues to statutory authorities.
a) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding, as at 31.03.2014 for a period of more than six months from the date they became payable.
b) According to the records of the company, there are no dues of sale tax, income tax, customs tax/wealth-tax, excise duty/cess within have not been deposited on account of any dispute.
10. The company has accumulated losses Rs.198,97,246/- as at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by our audit and not incurred any losses in the immediately preceding financial year.
11. Based on our examination of documents and records, we are of the opinion that the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
12. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transaction and contracts and timely entries have been

Boston Teknowsys (India) Limited

made in those records. We also report that the company has not held any shares, securities, debentures and other securities in its own name.

13. In our opinion, the Company is not a chit or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. The company is not in the business of dealing or trading in shares, securities, debenture and other instruments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
15. The company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The company has not taken any term loans from financial institutions.
17. Based on our examination of the balance sheet of the company as at 31.03.2014, since there is no loans availed by the company, the utilization of funds does not arise.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. During the period covered by our audit report, the company does not have any outstanding debentures during the year.
20. During the year the company has not raised any money through the public issue.
21. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For CHANAMOLU AND CO.,

Chartered Accountants
Firm Regi. No : 010000S

G. Murali

Partner

Membership No.234971

Place: Hyderabad

Date : May 30th, 2014

Boston Teknowsys (India) Limited

Balance Sheet As at 31st March, 2014

(All amounts in Indian Rupees except for share data or otherwise stated)

PARTICULARS	Note No's	2013-14	2012-13
		AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	52,405,000	52,405,000
Share Application Money		-	-
Reserves and Surplus	3	(19,897,246)	(20,566,214)
	A	32,507,754	31,838,786
Non - current liabilities			
Long - term borrowings	4	603,775	603,775
Deferred tax liabilities (Net)	5	106,482	71,266
Long term provisions		-	-
	B	710,257	675,041
Current liabilities			
Short - term borrowings		-	-
Trade Payables	6	35,304,937	14,202,918
Short - term provisions	7	588,339	754,550
	C	35,893,276	14,957,468
Total	(A+B+C)	69,111,288	47,471,296
ASSETS			
Non-current assets			
Fixed assets			
(i) Tangible Assets	8	6,282,476	1,636,318
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
Deferred tax assets (Net)		-	-
Long - term loans and advances	-	-	-
Non-current investments	9	5,666,900	5,666,900
Other Non- Current Assets	10	922,114	1,075,800
	A	12,871,490	8,379,018
Current assets			
Inventories		1,499,429	826,175
Trade receivables	11	36,896,591	14,236,506
Cash and cash equivalents	12	21,849	12,504,668
Short - term loans and advances	13	17,146,743	10,849,743
Other current assets	14	675,186	675,186
	B	56,239,798	39,092,278
Total	(A+B)	69,111,288	47,471,296

The Notes to accounts form an integral part of the Balance Sheet

This is the Balance sheet referred to in our report of even date.

For CHANAMOLU & CO.

Firm Registration Number : 010000S

Chartered Accountants

Sd/-

G. Murali

Partner

Membership No.234971

Place: Hyderabad

Date: 30.05.2014

**For and on behalf of the Board of Directors of
BOSTON TEKNOVSYS (INDIA)LIMITED**

Sd/-

Vishnukant Bhangadia

Director (DIN: 02405217)

Sd/-

D. Surender Reddy

Director (DIN: 06559077)

Boston Teknowsys (India) Limited

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED

(ALL AMOUNTS IN INDIAN RUPEES EXCEPT FOR SHARE DATA OR OTHERWISE STATED)

		2013-14 Year Ended Mar' 31, 2014	2012-13 Year Ended Mar' 31, 2013
INCOME			
Turnover (Gross)			
Revenue from operations	15	75,425,525	65,513,861
Other Income		-	-
Increase/Decrease of Stock	16	<u>673,254</u>	<u>372,785</u>
Total Revenue		<u>76,098,779</u>	<u>65,886,646</u>
EXPENDITURE			
Operating Expenses	17	73,220,731	62,657,754
Personnel Cost	18	841,668	1,172,901
Administration expenses	19	609,899	881,835
Interest & Finance charges	20	1,296	4,634
Depreciation/amortization	8	<u>453,843</u>	<u>308,201</u>
Total		<u>75,127,437</u>	<u>65,025,325</u>
Profit / (Loss) before tax		<u>971,342</u>	<u>861,321</u>
Provision for taxation			
- Current Year Tax		267,159	258,396
- Deferred tax		<u>35,215</u>	<u>25,501</u>
Total tax expense		<u>302,374</u>	<u>283,898</u>
Profit/(Loss) from continuing operations		<u>668,968</u>	<u>577,424</u>
Balance brought forward from previous year		<u>(20,845,864)</u>	<u>(21,423,288)</u>
Balance carried to Balance Sheet		<u>(20,176,896)</u>	<u>(20,845,864)</u>
Earnings per share			
Basic		0.13	0.11
Weighted Average Number of Shares		5,240,500	5,240,500
Nominal value		10	10

The Notes to accounts form an integral part of the Profit and Loss Account
This is the Profit and Loss Account referred to in our report of even date.

For CHANAMOLU & CO.
Firm Registration Number : 010000S
Chartered Accountants

Sd/-
G. Murali
Partner
Membership No.234971
Place: Hyderabad
Date: 30.05.2014

**For and on behalf of the Board of Directors of
BOSTON TEKNEWSYS (INDIA)LIMITED**

Sd/-
Vishnukant Bhangadia
Director (DIN: 02405217)
Sd/-
D. Surender Reddy
Director (DIN: 06559077)

Boston Teknowsys (India) Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

PARTICULARS	Year ended 31.03.2014 Amounts in Rs.	Year ended 31.03.2013 Amounts in Rs.
CASH FROM OPERATING ACTIVITIES		
Net Profit Before tax	854,446	685,710
Adjustments		
Depreciation	232,808	174,220
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / Loss before tax and extraordinary item	971,342	861,321
Adjustments for:		
Depreciation	453,843	308,201
Interest paid		
Other Income		
Misc Exp. Written off	153,686	153,686
Operating Profit before Working Capital Changes	1,578,871	1,323,208
Adjustments for:		
Inventories	(673,254)	(372,785)
Sundry Debtors	(22,660,085)	(10,963,307)
Loans & Advances	(6,297,000)	23,022
Other Current Assets	-	(675,186)
Current Liabilities	21,217,257	10,751,622
Cash Generated From Operations:	(8,413,082)	(1,236,634)
Taxes Paid	-	-
Net cash flow/(used) from operating activities (A)	(6,834,211)	86,574
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets		
Purchase of Investments		
Sale of Investments	-	11,819,900
Net cash flow/(used) from investing activities (B)	-	11,819,900
C CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Share Capital	-	-
Secured Loans	-	500,000
Dividend & Dividend tax Paid		
Net cash flow/(used) from financing activities (C)	-	500,000
"Net Increase / Decrease in Cash and Cash equivalents (A+B+C)"	(6,834,211)	12,406,474
Cash and cash equivalents as at beginning of the year	98,194	98,194
Cash and cash equivalents as at end of the year	(6,736,017)	12,504,668

As per our report of even date attached

For CHANAMOLU & CO.

Firm Registration Number : 010000S

Chartered Accountants

Sd/-

G. Murali

Partner

Membership No.234971

Place: Hyderabad

Date: 30.05.2014

**For and on behalf of the Board of Directors of
BOSTON TEKNEWSYS (INDIA)LIMITED**

Sd/-

Vishnukant Bhangadia

Director (DIN: 02405217)

Sd/-

D. Surender Reddy

Director (DIN: 06559077)

NOTE: 1 SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of preparation of financial statements

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention, on the basis of a going concern basis, while revenue, expenses, assets and Liabilities accounted/recognized on accrual basis. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), the provisions of the Companies Act, 1956. Accounting policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Management evaluates all recently issued or revised accounting standards on an ongoing basis. The financial statements are prepared under the historical cost convention. Recognition of income and expenses, accrual basis of accounting is followed.

2. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets.

Management periodically assessed using external and internal sources whether there is an indication that an asset may be impaired. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated. Actual results could differ from those estimates.

3. Revenue Recognition

Revenue from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

Revenue from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the

degree of completion. Foreseeable losses on such contracts are recognised when probable.

Revenue from the sale of equipments are recognised upon delivery, which is when the title passes to the customer.

Revenue from sale of software licenses are recognised upon delivery.

Revenue from maintenance contracts are recognised on pro-rata basis over the period of the contract.

In respect of Business Process Outsourcing (BPO) services, revenue on time and material and unit priced contracts is recognised as the related services are rendered, whereas revenue from fixed price contracts is recognised using the proportionate completion method with contract cost determining the degree of completion.

Revenue is reported net of discounts.

4. Expenditure

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

5. Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

6. Fixed Assets, intangible assets and capital work-in-progress

Fixed Assets are stated at cost, less accumulated depreciation. All direct costs are capitalized until fixed assets are ready for use including taxes, duties, freight and other incidental expenses relating to acquisition and installation. Capital work-in-progress comprises outstanding advances paid to acquire fixed assets, and the cost of fixed assets that are not yet ready for their intended use at the balance sheet date. Intangible assets are recorded at the consideration paid for acquisition.

7. Depreciation and amortization

Depreciation on fixed assets is applied on straight-line method, pro-rata for the period of usage, in accordance with the rates prescribed under schedule XIV of the Companies Act, 1956.

8. Income tax

Income taxes are computed using the tax effect accounting method, in accordance with the Accounting Standard (AS 22) "Accounting for Taxes on Income" which includes current taxes and deferred taxes. Deferred income taxes reflect the impact if current year timing differences between taxable income and accounting income for the year and the relevant of timing difference of earlier years. Deferred tax asset and liabilities are measured at the tax rates that are expected to apply to the period when the asset / liability is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred Tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

9. Employee Benefits

The company has recognized the employee benefits in the books of accounts as per management estimates.

10. Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

11. Earnings per share

In determining earnings per share, the company considers the net profit after tax expense. The number of shares used in computing basic earnings per is the weighted average shares used in outstanding during the period.

12. Investments

Long term trade investments are stated at cost & all other investments are carried at lower of cost or fair value.

Boston Teknowsys (India) Limited

NOTES TO ACCOUNTS

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	2013-14 As at 31.03.2014	2012-13 As at 31.3.2013
Note 2 : Share Capital		
Authorised:		
57,50,000 Equity Shares of Rs.10/- each	<u>57,50,000</u>	<u>57,50,000</u>
Issues, Subscribed and Paid up		
5240500 equity shares of Rs.10 each	52,405,000	52,405,000
Calls in Arrears	-	-
	<u>52,405,000</u>	<u>52,405,000</u>
Note 3 : Reserves and Surplus		
General Reserve		
Balance as per last account	279,650	279,650
Profit & Loss A/c Surplus		
Balance in the statement of profit & loss	(20,845,864)	(21,423,288)
Additions during the year	668,968	577,424
	<u>(19,897,246)</u>	<u>(20,566,214)</u>
Note 4 : Long - term borrowings		
Loans and advances from banks		
Term loans		
From banks	-	-
From others	-	-
Unsecured Loans	603,775	603,775
	<u>603,775</u>	<u>603,775</u>
Note 5 : Deferred tax liabilities (Net)		
Opening Balance	71,266	45,765
Add/Less: Current year Provision	35,215	25,501
	<u>106,482</u>	<u>71,266</u>

Boston Teknowsys (India) Limited

Particulars	2013-14 As at 31.03.2014	2012-13 As at 31.3.2013
Note 6 : Trade Payables		
Sundry Creditors	34,742,302	14,051,049
Outstanding Liabilities	562,635	151,869
	35,304,937	14,202,918
Note 7 : Short - term provisions		
Provision for Income tax	473,101	580,742
vat payable	110,238	142,808
TDS Payable	5,000	31,000
	588,339	754,550
NOTE -9: Investments		
In Government Securities		
National Savings Certificate	500	500
In Equity Shares- Un Quoted		
Bhagya Lakshmi vegetable Products Limited	1,586,400	1,586,400
Dronachalam Lime & Minarals Private Limited	80,000	80,000
Haryana Metal & Re-rolling Mills Limited	30,000	30,000
Naag advertising & Marketing Limited	170,000	170,000
Raayalaseema Paper Mills Limited	785,000	785,000
Sree Raayalaseema Tissues Limited	100,000	100,000
Trezer Oil Agro Tech Limited	2,915,000	2,915,000
	5,666,900	5,666,900
Note 10 : Other Non- Current Assets		
MISCELLANEOUS EXPENDITURE		
Priliminary Expenditure	273,783	312,895
Public Issue Expenditure	802,017	916,591
Less : Written off	153,686	153,686
	922,114	1,075,800

Boston Teknowsys (India) Limited

Particulars	2013-14 As at 31.03.2014	2012-13 As at 31.3.2013
Note 11 : Trade receivables		
(Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Considered good	3,273,199	3,273,199
Considered doubtful	-	-
Other debts		
Considered good	33,623,392	10,963,307
	36,896,591	14,236,506
Less: Provision for doubtful debts	-	-
	36,896,591	14,236,506
 Note 12 : Cash and cash equivalents		
Cash on hand	1,593	56,273
Balances with scheduled banks		
On current accounts	6,241	12,434,380
On deposit accounts	14,015	14,015
	21,849	12,504,668
 Note 13 : Short - term loans and advances		
Loans & advances	2,429,660	2,429,660
Less: Provisiona For Doubtful Debts	(1,657,644)	(1,657,644)
Staff Advances	87,220	87,220
Advances for Capital Goods & Others	1,785,461	1,785,461
Tax Deducted at Source	-	-
Other Advances	14,502,046	8,205,046
	150000+897000+173022	
	17,146,743	10,849,743

Boston Teknowsys (India) Limited

Particulars	2013-14 As at 31.03.2014	2012-13 As at 31.3.2013
Note 14 : Other current assets		
Advance Tax	502,164	502,164
Tds Receivable	173,022	173,022
Interest Receivable	-	-
	675,186	675,186
Note 15 : Revenue from operations		
Gross Receipts from sales	75,425,525	65,513,861
	75,425,525	65,513,861
Note 16 : Increase/Decrease of Stock		
a. Increase in inventories		
Opening stock of inventories		
Work- in- progress	826,175	453,390
Finished goods	-	-
	826,175	453,390
Closing stock of inventories		
Work- in- progress	1,499,429	826,175
Finished goods	-	-
	1,499,429	826,175
	673,254	372,785
Note 17 : Operating Expenses		
Purchases (Including Sales Returns)	73,220,731	62,657,754
Freight Charges	-	-
	73,220,731	62,657,754
Note18:Personnel Cost		
Salaries	653,001	1,076,428
Staff Welfare	44,667	96,473
Director Remuneration	144,000	-
	841,668	1,172,901

Boston Teknowsys (India) Limited

Particulars	2013-14 As at 31.03.2014	2012-13 As at 31.3.2013
Note 19 : Administration expenses		
Auditors Remuneration	50,000	50,000
Rates & Taxes, Filing Charges	91,889	389,320
Printing & Stationary	27,101	32,729
Communication expenses	43,509	36,428
Travelling Expenses	72,468	66,227
Rent	60,000	60,000
Office Maintenance	35,779	34,286
Consultancy Charges	42,058	30,525
Electricity Charges	33,409	28,634
Misc. expenses written off.	153,686	153,686
	<u>609,899</u>	<u>881,835</u>
Note 20 : Interest& Finance charges		
Interest amount paid on loans	-	-
Interest charges	-	-
Bank Charges	1,296	4,634
	<u>1,296</u>	<u>4,634</u>

SCHEDULES TO ACCOUNTS

NOTE 8 : FIXED ASSETS

(All amounts in Indian Rupees except for share data or otherwise stated)

(Amounts in Rupees)

PARTICULARS	GROSS BLOCK		Depreciation		Net Block	
	As on 01.04.2012	Total as on 31.03.2013	Up to 1.04.2012	For the year	As at 31.03.2013	As at 31.03.2012
1. Computers	1,314,929	-	1,314,929	-	1,314,929	-
2. Office Equipment	1,445,590	-	737,112	102,203	839,315	606,275
3. Furniture & Fixtures	2,177,073	-	1,277,344	137,809	1,415,153	1,037,537
4. Electrical Equipments	569,960	-	286,202	40,296	326,499	243,461
5. Vehicles	394,518	-	341,964	27,892	369,856	24,662
Total	5,902,070	-	3,957,552	308,201	4,265,752	1,636,318
Previous year	5,902,070	-	3,130,630	518,722	3,649,351	2,250,090
						2,771,441

NOTES TO ACCOUNTS:

21. **Contingent Liabilities:** Nil

22. **Auditor Remuneration:** Rs.50,000/- (Previous Year: Rs.50,000/-)

23. **Director Remuneration:** Rs.1,44,000/- (Previous Year: Nil)

24. **Earnings per share**

Particulars	For the Year Ended 31.03.2014	For the Year Ended 31.03.2013
Net profit after tax	6,68,968	5,77,424
Weighted average number of equity shares	52,40,500	52,40,500
Nominal value of shares	10	10
Earnings per share (basic/diluted)	0.13	0.11

25. **Quantitative details**

The Company is engaged in the business of sales and services of electronic goods and allied business cannot be expressed in any generic unit and hence it is not possible to give such quantitative details of such services and certain information as required under paragraph 3,4C and 4D of Part II of Schedule VI to the Companies Act, 1956. The details of Conversation of Energy, Technology absorption are given in Directors Report. R&D expenditure is not separately accounted for.

26. Company does not have subsidiaries.

27. **Foreign Exchange earned and outgo**

Earnings:

FOB Value of Exports : Rs. Nil

Out Go:

CIF Value of Capital Goods : Rs. Nil

Boston Teknowsys (India) Limited

28. Dues to micro and small-scale industrial undertakings

As at March 31, 2014 as per available information with the company, there are no dues to small scale Industrial Undertakings.

29. Segment reporting

As required by the Accounting Standard (AS 17) "Segment Reporting", the Company is mainly engaged in the area of Software Development and related services. Hence segment reporting is not applicable to the Company and to the nature of its business.

30. The previous year figures have been recast / restated, wherever necessary, to the current year's classification.

31. Notes 1 to 30 form part of Balance Sheet and have been authenticated.

As per our report of even date attached

For CHANAMOLU & CO.,
Chartered Accountants
Firm Reg. No. 010000S

Sd/-

G. Murali

Partner

Membership No.234971

For and on behalf of the board
BOSTON TEKNEWSYS (INDIA) LIMITED

Sd/-

Vishnukant Bhangadia

Director

DIN: 02405217

Place: Hyderabad

Date: 30.05.2014

Sd/-

D. Surender Reddy

Director

DIN: 06559077

Boston Teknowsys (India) Limited

Form No. MGT-11

Proxy form

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

CIN : L65993TG1978PLC002366
Name of the company : Boston Teknowsys (India) Limited
Registered office: Plot No. 16, 1st Floor, Srila Realty Layout, Madinaguda,
Miyapur, Serilingampally Mandal, Hyderabad-500049

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

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

1. Name :

Address :

E-mail Id :

Signature:, or failing him

2. Name :

Address:

E-mail Id :

Signature:, or failing him

3. Name :

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the company, to be held on the Tuesday, the 30th day of September, 2014 at 11.00 A.M.at Plot No. 16, 1st Floor, Srila Realty Layout, Madinaguda, Miyapur, Serilingampally Mandal, Hyderabad – 500049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Approval of financial statements for the year ended 31.03.2014.
2. Appointment of Mr. Vishnu Kant Bhangadia as Director who retires by rotation.
3. Appointment of statutory auditors and fixation of their remuneration.
4. Appointment of Mr. Ajay Kumar Sinha as a Director.
5. Re-designation of Mr. Ajay Kumar Sinha as Whole Time Director cum CFO.
6. Appointment of Mr. D. Surender Reddy as Independent Director
7. Appointment of Mr. G. Srinivasa Raju as Independent Director.
8. Alteration in the Article of Association of the company
9. Change of name of the Company.

Boston Teknowsys (India) Limited

Signed this day of..... 2014

Signature of shareholder

Signature of Proxy holder(s)



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

BOSTON TEKNOVSYS (INDIA) LIMITED

Plot No. 16, 1st Floor, Srila Realty Layout, Madinaguda, Miyapur, Serilingampally Mandal
Hyderabad – 500049

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 35th Annual General Meeting of the members of the company to be held Tuesday, the 30th day of September, 2014 at 11.00 A.M. at Registered Office, Plot No. 16, 1st Floor, Srila Realty Layout, Madinaguda, Miyapur, Serilingampally Mandal Hyderabad – 500049 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

PRINTED MATTER

If undelivered please return to:

Boston Teknowsys (India) Limited

Plot No. 16, 1st Floor, Srila Realty Layout,
Madinaguda, Miyapur, Serilingampally Mandal
Hyderabad – 500049