

TEJ INFOWAYS LIMITED

24th
Annual report
2014-2015

BOARD OF DIRECTORS

Mrs. N Grishma	:	Managing Director
Mr K. Ramachander Rao	:	Director
Mr R. Srinivasa Rao	:	Independent Director
Mr. M S V Prasad	:	Independent Director
Mr. G.V.Lakshmi Narasimha Raju	:	Independent Direct

AUDITORS

M/s. P.MURALI & Co.,
Chartered Accountants
6-3-655/2/3, Somajiguda,
Hyderabad - 500 082

REGISTERED OFFICE

“Surya Soudha”, Plot No. 22,
Road No. 5, Jubilee Hills,
Hyderabad – 500 033

SHARE TRANSFER AGENTS

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

LISTING AT

BSE Limited, Mumbai

CIN : **L72200TG1991PLC012911**

TEJ INFOWAYS LIMITED

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of M/s TEJ INFOWAYS LIMITED will be held on Wednesday, 30th day of September, 2015, at 4.00 P.M. at the Registered Office of the Company at "Surya Soudha", Plot No. 22, Road No. 5, Jubilee Hills, Hyderabad – 500 033 to consider the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Profit and Loss Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr K. Ramachander Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. P Murali & Co., Chartered Accountants (Firm Regn No: 007257S) be and is hereby ratified to hold office as Statutory Auditors of the company, from the conclusion of this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors.”

BY ORDER OF THE BOARD
For TEJ INFOWAYS LIMITED

Sd/-
N Grishma
MANAGING DIRECTOR

PLACE: HYDERABAD
DATE: 14-08-2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly

completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. The relevant details of Directors seeking appointment / re-appointment under item no. 2 of this Notice are provided in the Annual Report.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Share Transfer Agent of the Company www.aarthiconsultants.com, to M/s. Aarthi Consultancy Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
7. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 29th August 2014, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for exercising their right to vote. This being the first year to implement the e-voting, the company has not availed said facility, and will ensure the same will be followed from the forthcoming General meetings.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Aarthi Consultants Private Limited / Investor Service Department of the Company immediately.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore,

requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Aarthi Consultants Private Limited / Investor Service Department of the Company.

10. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
11. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

ADDITIONAL INFORMATION

As required, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM:

Mr K. Ramachander Rao

Mr. K Ramachander Rao is having vast experience in business & corporate sector and is on the Board of many companies. His vast experience contributed and guided the company in a right path.

DIRECTORS' REPORT

To
The Members of
M/s. TEJ INFOWAYS LIMITED

The Directors have pleasure in presenting the 24th Annual Report of the company together with the Audited Accounts for the year ended 31st March 2015

COMPANY'S LISTING ON BSE:

Companies Equity shares are listed on the BSE Limited, Mumbai.

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

- (a) Conservation of Energy: The Company is monitoring the consumption of energy and is identifying measures for conservation of energy.
- (b) (i) Technology Absorption, adaptation and innovation:- No technology either indigenous or Foreign is involved.
- (ii) Research and Development (R & D): No research and Development has been carried out.
- (b) Foreign exchange earnings : NIL Foreign exchange out go: NIL

DIVIDEND

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

BUSINESS RISK MANAGEMENT

The Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks. The threats to the segments in which the company operates are

- Competition from other developing countries
- Encouragement from the Govts.
- Continuous Quality Improvement
- Geographical Disadvantages.
- International labor and Environmental Laws.
- To balance the demand and supply.
- To make balance between price and quality.

DEPOSITS

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

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, there is no other related party transactions to be disclosed as required under the above said statutory requirement.

EXTRACT OF ANNUAL RETURN

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

DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES

As on 31st March 2015, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

CORPORATE GOVERNANCE

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

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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

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

(a) Conservation of Energy:

The Company is monitoring the consumption of energy and is identifying measures for conservation of energy.

- (i) the steps taken by the company for utilising alternate sources of energy - Nil
- (ii) the capital investment on energy conservation equipments - Nil

(b) (i) Technology Absorption, adaptation and innovation:- Indigenous Technology is involved for the manufacturing the products of the Company.

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

(c) Foreign exchange earnings: Nil

(d) Foreign exchange out go: Nil

PARTICULARS OF EMPLOYEES

The Directors are to report that none of the employee was in receipt of remuneration exceeding the limit prescribed under rule 5(2) of the Companies (Appointment and Remuneration of managerial Personnel) Rules 2014

STATUTORY AUDITORS

M/s. P. Murali & 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 thereunder. Accordingly the statutory auditor of the Company was reappointed from the conclusion of the previous AGM till the conclusion of the AGM to be held in the year 2017, subject to ratification of their appointment at the subsequent AGMs.

BOARD AND COMMITTEES PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.

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

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

30th May 2014, 14th August 2014, 1st September 2014, 29th October 2014, 14th February 2015

DIRECTORS & INDEPENDENT DIRECTORS

At the 23rd Annual General Meeting of the Company held in September 2014, the Members of the Company had appointed Independent Directors of the Company, for a period of 5 years. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- b. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2015 and of the profit and loss of the company for that period;
- c. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. That the directors have prepared the annual accounts on a going concern basis.
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

POLICIES

Material Subsidiary

During the year ended March 31, 2015, the Company does not have any material listed/unlisted subsidiary companies as defined in Clause 49 of the Listing Agreement. The policy on determining material unlisted subsidiary of the Company is approved by the Board of Directors of the company.

Vigil Mechanism

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

Familiarisation programme for Independent Directors

Pursuant to the provisions of Clause 49 of the Listing Agreement, the Company has formulated a programme for familiarising the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc through various initiatives.

Key Managerial Personnel

The Company is in the process of appointing the Chief Financial Officer as Key Managerial Personnel in accordance with the Section 203 of the Companies Act, 2013.

Related Party Transaction

Policy on dealing with Related Party Transactions is approved by the Board

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

Internal Financial Controls

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

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report is signed by the Director of the Company and forms part of this Annual report.

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

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

Remuneration Policy

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

Significant and Material Orders Passed by the Regulators or Courts

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

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

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

PERSONNEL

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

ACKNOWLEDGEMENTS

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

For and on behalf of the board

Place: Hyderabad

Date: 14th August 2015

Managing Director

Director

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

A. Industry Background

The growth in IT, construction and real estates segment has needs the much needed impetus through major changes in terms of policies and competition in respective industry. India in particular has tremendous thrust in this specific segment as there is obvious pressure required for a developing economy like us. Similarly, the IT sector has several things to invite for overall development.

B. Industry Outlook

The most emerging avenue in one of the core sector in the economic development of the country is still to go a long way with high profile opportunities to all the players in the segment. The growth expectations are very much convincing bearing an intention to promote the every possible participant by means of delegations and sub-delegations. Being the Second year of Company's entry in this sector, the results are encouraging and capable of being driven in to major projects

Though the present IT sector is ruling the entire business world in all aspects, the opportunities to the giants are more as compared to the medium players and new entrants for the reason of daring to pump funds with high risk, establishment of branches at a stretch at global level and absorbing high accomplished talents at best compensation. Surprisingly, the small and new entrants with entrepreneur qualities have also been mesmerized and diverted to work for the big industrialists at *no-comparison offer packages*. This trend has affected the industry in many ways. In this scenario, your Directors have conceived the plans to face the prevailing situation and better results.

Though there has been phenomenal increase in the construction works floated during the year and in the current year so far both from State and Central Sectors, the offers tendered have been observed to be far below the tender estimated costs giving rise to cut-throat competition levels and in such a scenario, company has been finding it quite difficult to secure orders without compromising adversely on margins.

However we, with our reputation, expect to achieve good orders in the current year and beyond, and endeavor to advance our scope and size of our constructional activities partly by diversifying our efforts as developers for which there is great scope for the next two decades in the infra based sector.

C. Internal Control systems and their adequacy:

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

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

D. Material developments in human resources/industrial relations:

The Company is able to retain the experienced staff, in spite of the sudden growth of software industry, thereby creating a heavy demand for experienced and trained staff. The Company feels confident of keeping its manpower costs to below industry norms, with the emphasis on becoming customer-centric, the staff are regularly exposed to training & Orientation programmes not only in their respective fields but also in public relations.

CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

FIXED DEPOSITS

The company has not accepted any public deposits and, as such no amount on account of principal or interest on public deposits was outstanding on the date of the Balance Sheet.

PERSONNEL

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

ACKNOWLEDGEMENTS

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

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

for and on behalf of the Board of
TEJ INFOWAYS LIMITED

PLACE : HYDERABAD.
DATE : 14.08.2015

(K.Ramachander Rao)

Sd/-
(N Grishma)

Managing Director

Sd/-

Director

FORM No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
The Members,
TEJ INFOWAYS LIMITED

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2015 according to the applicable provisions of:

- i. The Companies Act, 1956 and the Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
- vi. Other laws applicable to the Company as per the representations made by the Management.

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

- i. Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are yet to be specified under the Act by the Institute.

- ii. The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously. We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of Amalgamation or arrangements.

Sd/-
Managing Director

Hyderabad
August 14, 2015

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on
31ST March 2015**

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	:	L72200TG1991PLC012911
ii.	Registration Date	:	5 th July 1991
iii.	Name of the Company	:	TEJ INFOWAYS LIMITED
iv.	Category / Sub-Category of the Company	:	Indian - Non- Govt. Company
v.	Address of the Registered office and contact details	:	"Surya Soudha", Plot No. 22, Road No. 5, Jubilee Hills, Hyderabad - 500 033
vi.	Whether listed company Yes / No	:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/S. Aarthi Consultants Pvt. Ltd., 1-2-285, Domalguda, Hyderabad - 500 029 Tel. No.: 040-2763 8111, 2763 4445 Fax :0091-40-2763 2184

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Software related Business		100%

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

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

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	N Surya Prakash Rao	2228900	63.95	0	2228900	63.95	0	0

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2228900	63.95	0	0
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil			
	At the end of the year	2228900	63.95	0	0

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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

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

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

2. BOARD OF DIRECTORS

- a) The Company has 5 Directors with a Managing Director, and out of 5 Directors, one is managing Director, 3 (i.e. more than 50%) are Non-Executive and Independent Directors and one is non-executive Director. The composition of the Board is in conformity with clause 49 of the Listing Agreements entered into with the Stock Exchanges and meets the stipulated requirements.
- b) None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on March 31, 2013.
- c) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

Name of the Director	Category (Promoter/ Executive/ Non- Executive)	Designation	Relationship with other Directors	Number of memberships in Board of other Limited Company	+ Associated with other committees of Public Limited Company	
					Member	Chairman
Mrs. N Grishma	Promoter	Managing Director	None	7	NIL	NIL
Mr. K. Ramachander Rao	Non-Independent Non-Executive	Director	None	3	1	1
Mr. R. Srinivasa Rao	Independent Non-Executive	Director	None	Nil	2	Nil
Mr. Madireddi Prasad Venkata Siva	Independent Non-Executive	Director	None	NIL	NIL	NIL
Mr. G.V.Lakshmi Narasimha Raju	Independent Non-Executive	Director	None	1	Nil	NIL

- d) 5 Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

Name of the Director	No. of Meetings held	No. meetings attended	Presence at AGM
Mrs. N Grishma	5	5	Yes
Mr. K. Ramchander Rao	5	5	Yes
Mr. R. Srinivasa Rao	5	5	Yes
Mr. Madireddi Prasad Venkata Siva	5	5	No
Mr. G.V.Lakshmi Narasimha Raju	5	5	Yes

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

3. AUDIT COMMITTEE:

- I). The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- II) The terms of reference of the Audit Committee include a review of;
- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
 - Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - Any changes in accounting policies and practices;
 - Qualification in draft audit report;
 - Significant adjustments arising out of audit;
 - The going concern concept;
 - Compliance with accounting standards;
 - Compliance with stock exchange and legal requirements concerning financial statements;
 - Any related party transactions
 - Reviewing the company's financial and risk management's policies.
 - Disclosure of contingent liabilities.
 - Reviewing with management, external and internal auditors, the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

- j. Discussion with internal auditors of any significant findings and follow-up thereon.
 - k. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - l. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - m. Reviewing compliances as regards the Company's Whistle Blower Policy.
- III) The previous Annual General Meeting of the Company was held on 29th day of September, 2014 and Mr. M. Srinivas, Chairman of the Audit Committee, attended previous AGM.
- IV) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

Name of the Director	No. of Meetings held during the year	No. meetings attended during the year
Mr. GVLN Raju	5	5
Mr. Madireddi Prasad Venkata Siva	5	5
Mr. R. Srinivasa Rao	5	5

- V) Five Audit Committee meetings were held during the year. The dates on which the said meetings were held are as follows: May 30, 2014, 14th August 2014, September 01, 2014, October 29, 2014 and February 14, 2015

The necessary quorum was present at all the meetings.

4. REMUNERATION COMMITTEE

The composition of the Remuneration Committee is given below:

Name of the Director
Mr. GVLN Raju
Mr. Madireddi Prasad Venkata Siva
Mr. R. Srinivasa Rao

5. REMUNERATION OF DIRECTORS:

Details of remuneration paid to Directors are given below:

Name of the Director	Relationship with other Directors	Business relations with Company if any	Loans and advances from Company	Remuneration	Paid during the Year		
				Sitting fees	Salary	Commission	Total
Mrs. Greeshma	None	Managing	Nil	0	---	---	0

		Director					
Mr.K. Ramchander Rao	None	Director	Nil	---	--	--	--
Mr R. Srinivas Rao	None	Director	Nil	---	--	--	---
Mr. Madireddi Prasad Venkata Siva	None	Director	Nil	---	-	-	----
Mr. G.V.Lakshmi Narasimha Raju	None	Director	Nil	----	-	-	----

6. SHARE HOLDERS /INVESTORS GRIEVANCE COMMITTEE:

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

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

Name of the Director	Chairman/Member
Mrs. Greeshma	Chairman
Mr. Madireddi Prasad Venkata Siv	Member
Sri R. Srinivas Rao	Member

Mrs. Greeshma is the Compliance Officer.

DETAILS OF COMPLAINTS RECEIVED/RESOLVED

Nature of Complaint	Received	Resolved	Pending
Total	Nil	Nil	Nil

The outstanding complaints as on 31st March 2013 were: NIL

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

AGM	YEAR	VENUE	DATE	TIME
23 rd	2013-14	8-3-191/570, Tej House, 2nd Floor, VengalRao Nagar Colony, Hyderabad – 38	29.09.2014	4.00 p m
22 nd	2012-13	8-3-191/570, Tej House, 2nd Floor, VengalRao Nagar Colony, Hyderabad – 38	30.09.2013	4.00 p m
21 st	2011-2012	8-3-191/570, Tej House, 2nd Floor, VengalRao Nagar Colony, Hyderabad – 38	29.09.2012	4.00 p m

8. DISCLOSURES

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

None

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

None

9. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:

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

10. MEANS OF COMMUNICATIONS:

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

11. MANAGEMENT DISCUSSIONS AND ANALYSIS

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

12. GENERAL SHARE HOLDER INFORMATION:

(I) Annual General Meeting	
Date	30 th September, 2015
Time	04.00 PM
Venue	"Surya Soudha", Plot No. 22, Road No. 5, Jubilee Hills, Hyderabad – 500 033
(ii) Financial Calendar 1 st April to 31 st March	
And the financial reporting will be as follows:	
Quarter ending June, 30 2015	In the Month of August 2015
Quarter ending September 30 2015	In the Month of October 2015
Quarter ending December 31 2015	In the Month of Feb 2016
Quarter ending March 31 2016	In the Month of May 2016
Annual General Meeting for FY ended 31 st March, 2016	Before end September, 2016
(III) Date of Book Closure	Tuesday, 22 nd September, 2015 to Wednesday, 30 th September, 2015 (both days inclusive)
(IV) Dividend payment date	If, declared will be paid within the stipulated time as per the Act.
(V) Listing on Stock Exchanges	BSE Ltd
(VI) Stock Code	
BSE Ltd	538793
Dematerialization of Securities	ISIN: INE530C01014
(VII) Market Price Data: High, Low during each Month in last Financial Year	During the financial year the shares of the company were not traded. Hence monthly data could not be provided.

(VIII) Stock Performance in Comparison to Broad-based indices such as BSE Sensex, CRISIL Index, BZX 200,Nifty etc..	During the financial year the shares of the company were not traded. Hence performance comparison could not be provided.
(IX) Registrar & Transfer Agent	M/s. Aarathi Consultants Private Limited 1-2-285, Domalguda, Hyderabad – 500 029. Ph: 040-2763 8111; 040-2763 4445 Fax: 040-2763 2184 Website: www.aathiconsultants.com Email: info@ aathiconsultants.com
(X) Share Transfer System Documents will be accepted at	M/s. Aarathi Consultants Private Limited 1-2-285, Domalguda, Hyderabad – 500 029. Ph: 040-2763 8111; 040-2763 4445 Fax: 040-2763 2184 Website: www.aathiconsultants.com Email: info@ aathiconsultants.com

The Shares of the Company are in physical form and electronic form. The transfer of shares in demat form is done through the Depositories without involvement of the Company. As regards, transfer of shares held in physical form, the transfer documents can be lodged with M/s. Aarathi Consultants Private Limited at above-mentioned address.

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

(XI) (a) Distribution of Shareholding as on 31-03-2015

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	Numbers	% of Total	In Rs.	% of Total
(1)		(2)	(3)	(4)	(5)
1	- 5000	747	94	3696400	10.61
5001	- 10000	16	2	151000	0.43
10001	- 20000	4	1	63000	0.18
20001	- 30000	13	2	360000	1.03
30001	- 40000	2	0	73000	0.21
40001	- 50000	4	1	188000	0.54
50001	- 100000	2	0	134000	0.38
100001 & Above		7	1	30189600	86.61
TOTAL		795	100	34855000	100

(XI) (b) Distribution of Shareholding as on 31-03-2015

	CATEGORY	No.of Shares held	%of shareholding
A	PROMOTER'S HOLDING:		
1.	Promoters* - Indian Promoters - Foreign Promoters	22,28,900 --	63.95
2.	Persons acting in Concert #		
B.	NON-PROMOTERS HOLDING		
3.	Institutional Investors		
a.	Mutual Funds		

b.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions / Non-government Institutions)		
c.	FII's		
4.	OTHERS		
a.	Private Corporate Bodies		
b.	Indian Public	12,56,600	36.05
c.	NRIs / OCBs		
d.	Any other (please specify)		
	TOTAL	3485500	100.00

(XII) Dematerialization of shares & liquidity	
<p>The Company's shares are compulsory traded in dematerialized form and are available for trading on both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Company representing % of the company's share capital are dematerialized as on 31st March 2015.</p> <p>The Company's shares are listed and eligible to trade on the above-mentioned Stock Exchanges in electronic form.</p>	
(XIII) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversation date and likely impact on equity.	
The Company has not issued any GDRs./ADRs/ Warrants or any convertible instruments.	
(XIV) Plant Locations	Not Applicable
(XV) Address for Correspondence	"Surya Soudha", Plot No. 22, Road No. 5, Jubilee Hills Hyderabad – 500 033

For, and on behalf of the Board of
TEJ INFOWAYS LIMITED

PLACE : HYDERABAD.
DATE : 14.08.2015

Sd/-
Managing Director

Sd/-
Director

CEO and CFO Certification under Clause 49 of the Listing Agreement with Stock Exchanges

To

The Board of Directors
Tej Infoways Limited

In relating to the Audited Financial Accounts of the Company as at 31st March, 2015 we hereby certify that

- a. We have reviewed the financial statements and the cash flow statement for the year and that of our knowledge and belief.
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in design or operation of the internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and Audit Committee
 - i. significant change in internal control over financial reporting during the year
 - ii. significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial year.

Sd/-
Managing Director

Place: Hyderabad
Date: 14.08.2015

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

I, N.Suryaprakash Rao, Chairman & Managing Director of Tej Infoways Limited hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31st March 2015 compliance with the code of conduct of the company laid down for them.

Managing Director

Place : Hyderabad
Date :14.08.2015

Compliance Certificate on Corporate Governance

To
The Members,
Tej Infoways Limited
Hyderabad

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s Tej Infoways Limited ("the company") for the year ended 31st March, 2015 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges.

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

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance as stipulated in clause 49 the above mentioned Listing Agreement.

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

For **P. MURALI & CO.,**
CHARTERED ACCOUNTANTS

PLACE: HYDERABAD
DATE: 14.08.2015

P. MURALI MOHANA RAO
PARTNER.

INDEPENDENT AUDITOR'S REPORT

To the Members of

TEJ INFOWAYS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **TEJ INFOWAYS LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 .
- e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

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

Sd/-
Partner

Place: Hyderabad
Date: 30th May 2015

Annexure referred to in paragraph 1 of Our Report of even date to the members of TEJ INFOWAYS LIMITED on the accounts of the company for the year ended 31st March, 2015 Under "Report on other Legal & Regulatory Requirements"

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us the fixed assets have been physically verified by the management at regular intervals of time and no material discrepancies have been found.
- ii. (a) The inventories have been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.

(b) The procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.

(c) The company has maintained proper records of its inventories and the discrepancies noted on physical verification of stocks and books is not material.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013.
- iv. In our opinion and according to the information and explanations given to us, there are generally adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods. There is no continuing failure by the company to correct any major weaknesses in internal control.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. Maintenance of cost records have not been specified by Central Government under Sub-section (1) of section 148 of the Companies Act.
- vii. (a) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Sales Tax and other material statutory dues in arrears as at 31st March 2015 for a period more than six months from the date they became payable.

- (b) The company has no disputed amounts payable in respect of Income Tax/Sales Tax and other material statutory dues which have not been deposited on account of any dispute.
- (c) There are no amounts that are due to be transferred to the Investors Education and protection Fund in accordance with the relevant provisions of the Companies Act, 1956 [1 of 1956] and rules made there under.
- viii. The Company has been registered for a period more than five years and the company has no accumulated losses at the end of the financial year and the company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- ix. The company has not taken any loans from financial institution/banks and has not issued any debentures. Hence the clause as regards the regularity of repayment is not applicable.
- x. According to the information and explanations given to us, the company has not given guarantees for loan taken by others from bank or financial institutions. Hence the clause as regards the terms and conditions of such guarantees being prejudicial to the interest of the company is not applicable.
- xi. The company has not obtained any term loans during the year .Hence the clause as regards the utilization of the same is not applicable.
- xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the company has been noticed or reported during the year.

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

Sd/-
Partner

Place: Hyderabad
Date: 30th May 2015

TEJ INFOWAYS LIMITED

BALANCE SHEET AS AT 31ST MARCH,2015

PARTICULARS	Note No	AS AT 31.03.2015 ₹	AS AT 31.03.2014 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	3,48,55,000	3,48,55,000
(b) Reserves and Surplus	2	3,15,34,618	3,05,23,762
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)	3	50,43,811	73,14,929
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	4	1,33,81,035	3,26,75,840
(c) Other Current Liabilities		-	-
(d) Short-Term Provisions	5	50,21,664	44,69,790
TOTAL		8,98,36,128	10,98,39,321
II.ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	6	3,23,26,060	4,42,09,006
(ii) Intangible assets		-	-
(b) Non-current investments		-	-
(c) Long Term Loans and advances			
(d) Other Non-Current assets	7	2,67,606	3,35,757
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	8	93,45,975	1,34,90,850
(c) Trade receivables	9	3,50,89,780	3,14,90,536
(d) Cash and Bank Balances	10	2,63,012	5,73,838
(e) Short-Term Loans and Advances	11	1,25,43,695	1,97,39,334
(f) Other Current assets			
TOTAL		8,98,36,128	10,98,39,321

Summary of Significant Accounting Policies

The accompanying Notes are an Integral Part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

For P.MURALI & CO.,

For. TEJ INFOWAYS LIMITED

Firm Regn. No: 007257S

CHARTERED ACCOUNTANTS

SD/-

PARTNER

SD/-

MANAGING DIRECTOR

SD/-

DIRECTOR

SD/-

COMPANY SECRETARY

Place : Hyderabad

Date : 30.05.2015

TEJ INFOWAYS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015

PARTICULARS	Note No	YEAR ENDED 31.03.2015 ₹	YEAR ENDED 31.03.2014 ₹
<u>INCOME</u>			
Revenue from Operations	12	23,39,00,372	21,26,43,945
Other Income		-	-
Total Revenue		23,39,00,372	21,26,43,945
<u>EXPENSES</u>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of Finished goods, WIP and Stock-in-Trade	13	41,44,875	(22,49,275)
Employee Benefit expenses	14	2,05,55,241	2,06,76,907
Other Operating Expenses	15	17,74,15,595	16,80,05,408
Administrative Expenses	16	1,79,11,663	1,99,60,846
Financial costs	17	2,74,589	4,32,561
Depreciation and amortization expense	6	1,10,29,221	34,79,764
Total Expenses		23,13,31,184	21,03,06,211
Profit / Loss) Before Tax		25,69,188	23,37,734
Tax expense:			
(1) Current tax		29,75,726	4,72,400
(2) Deferred tax		(22,71,118)	2,93,717
Profit / (Loss) after tax		18,64,580	15,71,617
Balance brought forward from previou year		3,05,23,762	2,89,52,145
Balance carried forward to balance sheet		3,23,88,342	3,05,23,762
Earning per equity share:			
(1) Basic		0.53	0.45
(2) Diluted			
Summary of Significant Accounting Policies			
The accompanying Notes are an Integral Part of the Financial Statements			
AS PER OUR REPORT OF EVEN DATE			
For P.MURALI & CO.,		For. TEJ INFOWAYS LIMITED	
Firm Regn. No: 007257S			
CHARTERED ACCOUNTANTS			
SD/-	SD/-	SD/-	
PARTNER	MANAGING DIRECTOR	DIRECTOR	
Place : Hyderabad		SD/-	
Date :30.05.2015		COMPANY SECRETARY	

TEJ INFOWAYS LIMITED

Notes to Financial Statements for the year ended March 31, 2015

NOTE NO. 1 : SHARE CAPITAL

S.No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
a	Equity Share Capital	₹	₹
	(a) Authorised	-	-
	(60,00,000 Equity Shares of Rs. 10/- Each Current Year)	6,00,00,000	
	(60,00,000 Equity Shares of Rs. 10/- Each Preious Year)		6,00,00,000
	(b) Issued		
	(34,85,500 Equity Shares of Rs. 10/- Each Current Year)	3,48,55,000	
	(34,85,500 Equity Shares of Rs. 10/- Each Preious Year)		3,48,55,000
	(c) Subscribed & Fully Paid Up		
	(34,85,500 Equity Shares of Rs. 10/- Each Current Year)	3,48,55,000	
	(34,85,500 Equity Shares of Rs. 10/- Each Preious Year)		3,48,55,000
	(d) Subscribed & not fully paid up		
	(e) Par Value per share Rs. 10/-		
	Total Equity Share capital	3,48,55,000	3,48,55,000
b	<u>A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</u>		
	Equity Shares of Rs.10/-Each, Fully paid up		
	At the Beginning	34,85,500	34,85,500
	At the end	34,85,500	34,85,500
c	<u>Details of Shareholder holding more than 5% shares of the company:</u>	% of Share Holding	
	Equity Shares of Rs. 10/- each Held By		

NOTE NO. 2 : RESERVES AND SURPLUS

S.No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
I	a) Surpuls :	₹	₹
	i) Opening Balance - Profit and(Loss) Account	3,05,23,762	2,89,52,145
	Add: Transfer from Profit & (Loss) Account	18,64,580	15,71,617
	Add: Transfer to retained earning (As per Companies Act,2013)	8,53,724	
	Total Reserves and Surplus	3,15,34,618	3,05,23,762

NOTE NO. 3 : DEFERRED TAX LIABILITY (NET)

S.No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
I	Opening Deferred tax Liability	₹ 73,14,929	₹ 70,21,212
	Add: Deferred Tax Asset for the year (Due to SLM and WDV Difference)	(22,71,118)	2,93,717
	Deferred Tax Liability/ (Asset) - Net	50,43,811	73,14,929

NOTE NO. 4 : TRADE PAYABLES

S.No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
I	a) Trade Payables & others	₹ 1,33,81,035	₹ 3,26,75,840
	Total Trade Payables	1,33,81,035	3,26,75,840

NOTE NO. 5 : SHORT TERM PROVISIONS

S.No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
I	a) Provisions & Out Standing expenses	₹ 19,35,638	₹ 38,87,090
	Audit Fee Payable	1,10,300	1,10,300
	Provision For Income Tax	29,75,726	4,72,400
	Total Short Term Provisions	50,21,664	44,69,790

TEJ INFOWAYS LIMITED

Notes to Financial Statements for the year ended March 31, 2015

NOTE NO. 7 : OTHER ASSETS (CURRENT & NON CURRENT)

S. No.	Particulars	Non Current	
		AS AT 31.03.2015	AS AT 31.03.2014
I	Preliminary Expenses	₹ 3,35,757	₹ 4,03,908
	Less : Expenses W/o	68,151	68,151
	Total Other Assets	2,67,606	3,35,757

NOTE NO. 8 : INVENTORIES

S.No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
I	Inventories :	₹	₹
	Raw Materilas & WIP	93,45,975	1,34,90,850
	Total Inventories	93,45,975	1,34,90,850

NOTE NO. 9 : TRADE RECEIVABLES

S.No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
I	Outstanding for a period exceeding six months from the date they are due for payment	₹	₹
	Secured, Considered Good	-	-
	Unsecured, Considered Good	-	-
	Doubtful	-	-
	Less: Allowance for Bad & Doubtful Debts	-	-
	Other Receivables:	-	-
	Secured, Considered Good	-	-
	Unsecured, Considered Good	3,50,89,780	3,14,90,536
	Doubtful	-	-
	Less : Allowance for bad & doubtful debts	-	-
	Total Trade Receivables	3,50,89,780	3,14,90,536

NOTE NO. 10: CASH AND BANK BALANCES

S.No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
		₹	₹
I	Cash and cash equivalents :		
	a) Balances with banks :		
	i) On Current Accounts	1,25,417	2,10,248
	b) Cash on hand	1,37,595	3,63,590
	Total Cash and Cash Equivalents	2,63,012	5,73,838

NOTE NO. 11 : LOANS AND ADVANCES

S. No.	PARTICULARS	Non Current	
		AS AT 31.03.2015	AS AT 31.03.2014
		₹	₹
I	Advances	1,24,57,145	1,96,52,784
	Deposits	86,550	86,550
	Total Short Term Loans and Advances	1,25,43,695	1,97,39,334

TEJ INFOWAYS LIMITED

NOTE NO 6 : TANGIBLE & INTANGIBLE ASSETS AS AT 31-03-2015

Sl. No.	Particulars	Gross Block			Depreciation/Amortization				Net Block as on 31.03.2015	Net Block as on 31.03.2014
		As on 01.04.2014	Additions during the year	Sale / Deletions during the year	As on 31.03.2015	Dep. As on 01.04.2014	Transferred to Retained earnings	Dep. For the year		
1	PLANT & MACHINERY	6,54,84,519		-	6,54,84,519	2,49,35,492		88,27,861	3,17,21,166	4,05,49,027
2	COMPUTERS	7,42,34,140	-	-	7,42,34,140	7,42,34,140			-	-
3	FURNITURE	20,28,918	-	-	20,28,918	10,97,505		3,49,884	5,81,529	9,31,413
4	OFFICE EQUIPMENT	39,58,030	-	-	39,58,030	12,29,465	8,53,724	18,51,476	23,365	27,28,565
5	TRADEMARKS & PATENTS	15,300			15,300	15,300			-	-
	TOTAL	14,57,20,907	-	-	14,57,20,907	10,15,11,902	8,53,724	1,10,29,221	3,23,26,060	4,42,09,005
	PREVIOUS YEAR	14,57,20,907			14,57,20,907	9,80,32,137		34,79,764	4,42,09,006	4,76,88,770

TEJ INFOWAYS LIMITED

Notes to Financial Statements for the year ended March 31, 2015

NOTE NO. 12: REVENUE FROM OPERATIONS

S.No.	PARTICULARS	YEAR ENDED 31.03.2015 ₹	YEAR ENDED 31.03.2014 ₹
I	Revenue from operations		
	(a) Income From Operations	23,39,00,372	21,26,43,945
	Total Revenue from Operations	23,39,00,372	21,26,43,945

NOTE NO. 13 : CHANGE IN INVENTORIES & WIP.

S.No.	PARTICULARS	YEAR ENDED 31.03.2015 ₹	YEAR ENDED 31.03.2014 ₹
I	Finished Goods		
	Inventories at the beginning of the year	-	
	Less : Inventories at the end of the year		
	Sub Total (A)	-	-
	Raw Material & Work in Progress		
	Inventories at the beginning of the year	1,34,90,850	1,12,41,575
	Less : Inventories at the end of the year	93,45,975	1,34,90,850
	Sub Total (B)	41,44,875	(22,49,275)
	(Increase) / Decrease in Inventories (A+B)	41,44,875	(22,49,275)

NOTE NO. 14 : EMPLOYEE BENEFIT EXPENSES

S.No.	PARTICULARS	YEAR ENDED 31.03.2015 ₹	YEAR ENDED 31.03.2014 ₹
I	(a) Salaries & Wages	2,03,01,654	2,04,12,950
	(b) Staff Welfare Expenses	2,53,587	2,63,957
	Total Employee Benefit Expenses	2,05,55,241	2,06,76,907

NOTE NO. 15 : OTHER OPERATING EXPENSES

S.No.	PARTICULARS	YEAR ENDED 31.03.2015 ₹	YEAR ENDED 31.03.2014 ₹
	a) Construction Expenses	16,80,04,697	15,86,50,155
	b) Repairs & Mainteances	20,45,748	22,96,854
	c) Rent,Rates & Taxes	3,96,854	4,20,168
	d) Marketing expenses	67,89,845	64,59,780
	e) Miscellaneous Expenditure W/o	68,151	68,151
	f) Auditor fee	1,10,300	1,10,300
	Total Other Expenses	17,74,15,595	16,80,05,408

NOTE NO. 16 : ADMINSTRATIVE EXPENSES

S.No.	PARTICULARS	YEAR ENDED 31.03.2015 ₹	YEAR ENDED 31.03.2014 ₹
	a) Travelling & Conveyance	49,74,815	53,24,759
	b) Telephone, Postage and Others	1,82,542	1,75,241
	c) Office Mainteances	70,09,589	84,52,671
	d) Printing & Stationery	3,95,745	3,56,974
	e) Software Expenses	3,24,157	3,05,412
	f) Other Administrative Expenses	50,24,815	53,45,789
	Total Administrative Expenses	1,79,11,663	1,99,60,846

NOTE NO. 17 : FINANCE COST

S.No.	PARTICULARS	YEAR ENDED 31.03.2015 ₹	YEAR ENDED 31.03.2014 ₹
I	(a) Interest & Bank Charges	2,74,589	4,32,561
	Total Finance Cost	2,74,589	4,32,561

TEJ INFOWAYS LIMITED

SIGNIFICANT ACCOUNTING POLICIES:

General:

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

Revenue Recognition:

- (i) The Company follows the mercantile system of Accounting and recognizes income and expenditure on accrual basis.
- (ii) Revenue is not recognized on the grounds of prudence, until realized in respect of liquidated damages, delayed payments as recovery of the amounts are not certain.

Fixed Assets:

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

Depreciation and Amortization:

In accordance with provisions of Schedule II of Companies Act, 2013 in case of assets acquired prior to 1st April, 2014, the carrying value of assets is depreciated over the remaining useful life as specified in the companies Act, 2013 effective from 1st April, 2014.

Inventories

Inventories are valued at cost or market price whichever is lower.

Taxation:

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

Gratuity:

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

Earnings per Share:

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

TEJ INFOWAYS LIMITED

Notes to Accounts

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

19) Auditors' Remuneration:

Particulars	31-03-2015 Rupees	31-03-2014 Rupees
Audit Fee	1,10,300/-	1,10,300/-

20) The Earning Per Share:

Particulars	As at 31 st March 2015	As at 31 st March 2014
Net Profit for the Year (Rs. Lakhs)	18,64,580/-	15,71,617/-
Weighted Average No. of Shares Outstanding during the year	34,85,500/-	34,85,500/-
Basic & Diluted Earnings per Share (Rs.)	0.53	0.45
Nominal Value of the Share(Rs.)	10/-	10/-

21) In accordance with Accounting Standard 22(AS 22) issued by the ICAI, the company has accounted for deferred income tax during the year. The deferred income tax provision for the current year amount Rs.22,71,118/- towards deferred tax asset. (PY- Rs.2,93,717/- towards deferred tax liability)

22) The company has not appointed the CFO for the financial year 2014-15.

23) The company has not appointed internal auditors for the financial year 2014-15.

24) Previous years' figures are restated/regrouped/rearranged wherever necessary in order to conform to the current years' grouping and classifications.

25) Figures have been rounded off to the nearest rupee.

SIGNATURE TO NOTES 1 To 25

As per our report of even date
For P.Murali & Co
Chartered Accountants,
Firm's Regn.No:007257S

For and on behalf of the Board
TEJ INFOWAYS LIMITED

Sd/-
Partner
M.No:023412

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Place : Hyderabad
Date : 30th May 2015

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 : L72200TG1991PLC012911
Name of the company : TEJ INFOWAYS LINTIED
Registered office : "Surya Soudha", Plot No. 22,
Road No. 5, Jubilee Hills,
Hyderabad – 500

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 24th Annual General Meeting of the company, to be held on Wednesday 30th day of September, 2015 at 4.00 p.m. at "Surya Soudha", Plot No. 22, Road No. 5, Jubilee Hills, Hyderabad – 500 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 31.03.2015.
2. Reappointment of Mr K Ramachander Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of statutory auditors and fixation of their remuneration.

Signed thisDay of, 2015

Signature of shareholder

Affix
Revenue
Stamp

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.

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 24th Annual General Meeting of the Company to be held on Wednesday 30th September, 2015 at 04.00 p.m. at the registered office of the Company

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.