

***INDOVATION TECHNOLOGIES LIMITED***  
***(And Reduced)***

***30TH***  
***ANNUAL REPORT***  
***2013-2014***

## **CONTENTS**

1. Corporate Information
2. Notice of Annual General Meeting
3. Directors' Report
4. Auditor's Report
5. Annexure to Auditor's Report
6. Balance Sheet
7. Profit and Loss Account
8. Cash Flow Statement
9. Notes to Accounts
10. Significant Accounting Policies and Notes to Accounts
11. Proxy Form & Attendance Slip

## CORPORATE INFORMATION

### **Board of Directors:**

Mrs. N Satyavathi (DIN: 06361271)	- Independent & Non - Executive Director
Mr. N Raju Sanyasi (DIN: 06361463)	- Independent & Non - Executive Director
Mr. Chanakya Bellam (DIN: 02642002)	- Independent & Non - Executive Director
Mr. N. Suryanarayana Raju (DIN: 02779117)	- Promoter & Executive Director
Mr. K Chaitanya Varma (DIN: 06551816)	- Promoter & Executive Director
Mr. Navneet Kaur Virk (DIN: 03403617)	- Promoter & Executive Director
Mr. P .V. V. Satyanarayana (DIN: 1311615)	- Promoter & Executive Director

### **Registered Office:**

D.No:50-63-03, Gayatri Nilayam,  
1st Floor, Rajendra Nagar,  
Seethammapeta, Vishakhapatnam,  
Andhra Pradesh - 530016.

### **Auditors:**

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

### **Listing:**

BSE Limited

### **Registrar & Share Transfer Agents:**

Aarhi Consultants Pvt. Ltd.  
1-2-285, Domalguda, Hyderabad- 500029.  
Ph: 040-27638111, 27634445  
Fax: 040-27632184  
E-mail: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

### **Audit Committee:**

Mrs. N Satyavathi  
Mr. N Raju Sanyasi  
Mr. Chanakya Bellam

### **Nomination & Remuneration Committee:**

Mrs. N Satyavathi  
Mr. N Raju Sanyasi  
Mr. Chanakya Bellam

### **Stakeholders Relationship Committee:**

Mrs. N Satyavathi  
Mr. N Raju Sanyasi  
Mr. Chanakya Bellam

**CIN:**

L72200AP1984PLC004380

**Website:**

Investor e-mail I.D: [cspriyadarshinild@gmail.com](mailto:cspriyadarshinild@gmail.com)

## NOTICE

Notice is hereby given that the 30th Annual General Meeting of the company will be held on Tuesday, 30<sup>th</sup> September, 2014 at 11.30 A.M. at the registered office of the company at D.No:50-63-03, Gayatri Nilayam, 1st Floor, Rajendra Nagar, Seethammapeta, Vishakhapatnam, Andhra Pradesh-530016 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as on 31<sup>st</sup> March, 2014 and Profit & Loss Account for the year ended on that date along with the report of Directors and Auditors thereon.
2. To appoint a director in place of Mr. N. Suryanarayana Raju who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Chanamolu & Co., Chartered Accountants as Statutory Auditors of the Company and to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

### **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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. N Satyavathi (holding DIN 06361271), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

5. 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, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. N Raju Sanyasi (holding DIN 06361463), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

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 provision of Section 149 and 150 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Chanakya Bellam who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22.08.2014 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Chanakya Bellam as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive

years for a term up to 31st March, 2019.

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 provision of Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Navneet Kaur Virk who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22.08.2014 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Navneet Kaur Virk as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company.

8. 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 provision of Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. P.V.V. Satyanarayana who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22.08.2014 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. P.V.V. Satyanarayana as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company.

9. 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 definition “Year”

‘**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 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 Article 87A is being inserted after Article 87 which is as under:

**“87A. 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.”

c) A new clause 28(f) is being inserted under Article 28(e) which is as under:

**“28(f) 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 52(l) is being inserted after Article 52(k) which is as under:

**“52(l) 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 Clause 21(d) is being inserted under Article 21(c) which is as under:

**“21(d). 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.”

f) A new Article 97 is being inserted after Article 96 which is as under:

**97. “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.”

For and on behalf of the Board  
For Indovation Technologies Limited

Place: Hyderabad  
Date: 12.08.2014

Sd/-  
N Suryanarayana Raju  
Director  
(DIN: 02779117)

**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. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. 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 dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
6. 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.
7. The Securities 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.
8. 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.
9. 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. Aarthi Consultants Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.
10. 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.
11. 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 send requests to the Company's investor email id [cpriyadarshiniltd@gmail.com](mailto:cpriyadarshiniltd@gmail.com)

## 12. 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](http://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](http://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 in Demat Form	For Members holding shares 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 sequence 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 sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Shyam with sequence 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.
  - (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 promoted 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 25.09.2014 at 9.00 A.M. and ends on 26.09.2014 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. Members who have acquired shares after dispatch of Annual reports and before the Book closure may cast their vote at the Annual General Meeting.
  - (D) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
13. Mr. Vivek Surana, Practicing Company Secretary, C.P. No. 12901 has been appointed as the Scrutinizer to scrutinize the e-voting process.
14. 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.
15. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.bnrsecurities.com](http://www.bnrsecurities.com) 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.

For and on behalf of the Board  
For Indovation Technologies Limited

Place: Hyderabad  
Date: 12.08.2014

Sd/-  
N Suryanarayana Raju  
Director  
(DIN: 02779117)

**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**ITEM NO. 4-5:**

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mrs. N. Satyavathi and Mr. N Raju Sanyasi , Independent Directors were appointed as independent directors by the Members of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors 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 them, as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 01.04,2014. A brief profile of proposed Independent Directors, including nature of their expertise, is provided in this Annual Report.

Notices have been received from Members proposing candidature of the above Directors 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 thereunder for appointment as Independent Directors 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.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors, Mrs. N. Satyavathi and Mr. N Raju Sanyasi for their respective appointments, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item no. 4 to 5 for approval of the Members.

**ITEM NO.6:**

The members may note that Mr. Chanakya Bellam was inducted into Board as Additional Director of the Company, with effect from 22.08.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said person for the office of Independent Director for five consecutive years for a term upto 31st March, 2019.

As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Hence, the Board recommends the resolution for your approval.

Except Mr. Chanakya Bellam, 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.7:**

The members may note that Mr. Navneet Kaur Virk was inducted into Board as Additional Director of the Company, with effect from 22.08.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said person for the office of Director.

As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Hence, the Board recommends the resolution for your approval.

Except Mr. Navneet Kaur Virk, 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. 7.

**ITEM NO.8:**

The members may note that Mr. P.V.V. Satyanarayana was inducted into Board as Additional Director of the Company, with effect from 22.08.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from member of the Company along with

the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said person for the office of Director.

As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Hence, the Board recommends the resolution for your approval.

Except Mr. P.V.V. Satyanarayana, 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. 8.

**ITEM NO.9:**

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.

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

For and on behalf of the Board  
For Indovation Technologies Limited

Place: Hyderabad  
Date: 12.08.2014

Sd/-  
N Suryanarayana Raju  
Director  
(DIN: 02779117)

## DIRECTORS' REPORT

To,  
The Members,  
Indovation Technologies Limited.

Your Directors, present the Annual Report and the Audited Accounts for the financial year ended March 31, 2014.

### **FINANCIAL RESULTS:**

(Rupees in Lakhs)

Particulars	2013-2014	2012-2013
Income	5.27	46.65
Expenditure	28.16	43.46
Profit / (Loss) carried to Balance Sheet	(15.82)	2.13

### **REVIEW OF OPERATIONS:**

During the year under review, the company made a turnover of Rs. 5.27 lakhs and net loss of Rs. 22.89 lakhs against a turnover of Rs. 46.65 lakhs and net profit of Rs. 2.13 lakhs during the previous year.

### **LISTING:**

The equity shares of your company are listed on the BSE Limited.

### **DIVIDEND:**

Your directors express their inability to recommend any dividend for the financial year 2013-2014.

### **CAPITAL OF THE COMPANY:**

The authorized capital of the company stands at. Rs. 3,00,00,000/- divided into 30,00,000 equity shares of Rs. 10/- each and the paid up capital of the company stands at Rs. 2,47,45,790/- divided into 24,74,579 equity shares of Rs. 10/- each.

### **DIRECTORS:**

In accordance with the Companies Act, 1956 read with Articles of Association of the company the Director namely Mr. N. Suryanarayana Raju retires by rotation and is eligible for re-appointment. Your Board recommends the re-appointment of the Director.

Pursuant to the notification of Sec. 149 and other applicable provisions of Companies Act, 2013, your Directors are seeking appointment of Mrs. N. Satyavathi, Mr. N Raju Sanyasi and Mr. Chanakya Bellam as Independent Directors for five consecutive years for a term upto 31<sup>st</sup> March, 2019, and appointment of Mr. Navneet Kaur Virk and Mr. P .V. V. Satyanarayana as Directors of the Company. Details of the proposal for appointment of Mrs. N. Satyavathi, Mr. N Raju Sanyasi, Mr. Chanakya Bellam, Mr. Navneet Kaur Virk and Mr. P .V. V. Satyanarayana are mentioned in the Explanatory Statement under Section 102 of Companies Act, 2013 of the Notice of 30<sup>th</sup> Annual General Meeting.



**BRIEF PROFILE OF DIRECTORS:**

<b>Particulars</b>	<b>Mr. N. Suryanarayana Raju</b>	<b>Mrs. N. Satyavathi</b>	<b>Mr. N. Raju Sanyasi</b>
Date of Birth	01.08.1969	15.06.1964	01.05.1959
Date of Appointment	20.10.2012	15.04.2013	15.04.2013
Qualifications	Graduate	Graduate	B. t ech
No. of Shares held in the Company	NIL	NIL	2,00,000
Directorships held in other companies (excluding private limited and foreign companies)	Indovation Resorts Private Limited	NIL	Mudunuru Agronomics Private Limited
Positions held in mandatory committees of other companies	NIL	NIL	NIL

<b>Particulars</b>	<b>Mr. Chanakya Bellam</b>	<b>Mr. Navneet Kaur Virk</b>	<b>Mr. P .V. V. Satyanarayana</b>
Date of Birth	28.05.1979	29.11.1985	14.05.1963
Date of Appointment	22.08.2014	22.08.2014	22.08.2014
Qualifications	Graduate	Graduate	Graduate
No. of Shares held in the Company	NIL	NIL	NIL
Directorships held in other companies (excluding private limited and foreign companies)	Fortune FINDERZ Capital Advisory Private Limited	NIL	1. CTIL Limited 2. CTIL Media Private Limited 3. CTIL Infrastructure Private Limited 4. SPRY Resources India Private Limited 5. Pinnamaneni Holdings Private Limited 6. Pinnamaneni Estates Private Limited 7. CTIL e-Housing Private Limited 8. Thirthankar Infra Limited
Positions held in mandatory committees of other companies	NIL	NIL	NIL



## **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 AGM till the conclusion of the AGM to be held in the year 2017, subject to ratification of their appointment at the subsequent AGMs.

## **PUBLIC DEPOSITS:**

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

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement Under Section 217 (2AA) of the Companies Act 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed by the Board that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) Appropriate accounting policies have been selected and applied consistently and judgment and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for the financial year ended 31st March, 2013.
- iii) Proper and sufficient care has been taken 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.
- iv) The Directors had prepared the annual accounts on a going concern basis;

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:**

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

**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 of Conduct has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. Code of Conduct has also been placed on the website of the company. A declaration signed by the Managing Director is given in Annexure.

**CORPORATE GOVERNANCE:**

The provisions relating to Clause 49 on corporate governance are not applicable to the Company since the paid up capital of the Company is less than Rs. 3 crores.

**ACKNOWLEDGEMENTS:**

Your Directors are pleased to place on records their sincere appreciation to the Company's Bankers, employees, customers, suppliers and shareholders for their valuable support and co-operation.

For and on behalf of the Board  
Indovation Technologies Limited

Place: Hyderabad  
Date: 12.08.2014

Sd/-  
N Suryanarayana Raju  
Director  
(DIN: 02779117)

**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:	L72200AP1984PLC004380
Name of the company:	Indovation Technologies Limited
Registered office:	D.No:50-63-03, Gayatri Nilayam, 1st Floor, Rajendra Nagar, Seethammapeta, Vishakhapatnam, Andhra Pradesh-530016.

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 30<sup>th</sup> Annual General Meeting of the company, to be held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1 Approval of financial statements for the year ended 31.03.2014
- 2 Appointment of Mr. N Suryanarayana Raju as Director who retires by rotation
- 3 Appointment of statutory auditors and fixation of their remuneration
- 4 Appointment of Mrs. N Satyavathi as Independent Director
- 5 Appointment of Mr. N Raju Sanyasi as Independent Director
- 6 Regularisation of Mr. Mr. Chanakya Bellam as Independent Director
- 7 Regularisation of Mr. Mr. Navneet Kaur Virk as Director
- 8 Regularisation of Mr. Mr. P.V.V. Satyanarayana as Director
- 9 Modification of Articles of Association pursuant to Section 14 of the Companies Act, 2013.

Signed this ..... day of..... 2014

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**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.**

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**INDOVATION TECHNOLOGIES LIMITED  
(Formerly Priyadarshini Thread Limited)**

Regd. Office : D.No:50-63-03, Gayatri Nilayam, 1st Floor, Rajendra Nagar, Seethammapeta,  
Vishakhapatnam, Andhra Pradesh-530016.

**ATTENDANCE SLIP**

Regd. Folio No.		DP ID*	
No. of equity shares held		Client ID*	

Name of the Shareholder	
Name of Proxy	

I/We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of Indovation Technologies Limited at registered office at D.No:50-63-03, Gayatri Nilayam, 1st Floor, Rajendra Nagar, Seethammapeta, Vishakhapatnam, Andhra Pradesh-530016 on 30<sup>th</sup> September, 2014 at 11.30 A.M.

Signature of the member or the proxy attending the meeting.

\_\_\_\_\_

\_\_\_\_\_  
If Member, Please sign here

\_\_\_\_\_  
If Proxy, Please sign here

Note: This form should be signed and handed over at the Meeting Venue.

\*Applicable for investors holding shares in electronic form

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