

INDOVATION TECHNOLOGIES LIMITED

31ST

ANNUAL REPORT

2014 - 2015

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ANNUAL REPORT

2014 - 2015

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CORPORATE INFORMATION

Board of Directors:

- | | | |
|----------------------------|---|--|
| 1. Ms. Navneet Kaur Virk | - | Professional & Executive Director |
| 2. Mr. P V V Satyanarayana | - | Promoter & Executive Director |
| 3. Mr. Chanakya Bellam | - | Independent & Non - Executive Director |
| 4. Mr. G. Madhava Rao | - | Independent & Non - Executive Director |
| 5. Mr. N. Venkata Simhadri | - | Independent & Non - Executive Director |

Chief Financial Officer

Sravan Kumar Yamini

Registered Office:

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

Auditors:

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

Audit Committee:

- | | | |
|----------------------------|---|----------|
| 1) Mr. Chanakya Bellam | - | Chairman |
| 2) Mr. G. Madhava Rao | - | Member |
| 3) Mr. N. Venkata Simhadri | - | Member |

Nomination & Remuneration Committee:

- | | | |
|----------------------------|---|----------|
| 1) Mr. Chanakya Bellam | - | Chairman |
| 2) Mr. G. Madhava Rao | - | Member |
| 3) Mr. N. Venkata Simhadri | - | Member |

Stakeholders Relationship Committee:

- | | | |
|----------------------------|---|----------|
| 1) Mr. Chanakya Bellam | - | Chairman |
| 2) Mr. G. Madhava Rao | - | Member |
| 3) Mr. N. Venkata Simhadri | - | Member |

Independent Directors Committee:

- | | | |
|----------------------------|---|----------|
| 1) Mr. G. Madhava Rao | - | Chairman |
| 2) Mr. Chanakya Bellam | - | Member |
| 3) Mr. N. Venkata Simhadri | - | Member |

Risk Management Committee:

- | | | |
|----------------------------|---|----------|
| 1) Mr. G. Madhava Rao | - | Chairman |
| 2) Mr. Chanakya Bellam | - | Member |
| 3) Mr. N. Venkata Simhadri | - | Member |

Listing:

- 1) BSE Limited

CIN:

L72200AP1984PLC004380

Registrar & Share Transfer Agents:

M/s. Aarathi Consultants Private Limited
1-2-285, Near Gaganmahal Nursing Home ,
Street No 7, Domalguda , Hyderabad-500029.
Ph: 040-27638111/27634445, Fax: 040-27632184
Email: info@aarthiconsultants.com

ISIN:

INE807M01023

Website:

www.indovationtechnologies.com

Investor E-Mail Id:

cspriyadarshiniltd@gmail.com

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Shareholders of M/s Indovation Technologies Limited will be held on Tuesday, the 29th day of September, 2015 at 12.00 P.M. at the registered office of the Company situated 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 at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
2. To appoint a director in place of Mr. PVV Satyanarayana holding DIN: 01311615 who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Hanumaiah & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. G. MADHVA RAO AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the 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. G. Madhava Rao who was appointed as an Additional Director of the Company by the Board of Directors with effect from 05.12.2014 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. G. Madhava Rao 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 28th September, 2019, not liable to retire by rotation.

5. APPOINTMENT OF MR. N. VENKATA SIMHADRI AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the 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. N. Venkata Simhadri who was appointed as an Additional Director of the Company by the Board of Directors with effect from 05.12.2014 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. N. Venkata Simhadri 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 28th September, 2019, not liable to retire by rotation.

6. APPOINTMENT OF MS. NAVNEET KAUR VIRK AS WHOLE TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactments(s) thereof) read with Schedule V of the Companies Act, 2013, and pursuant to the Articles of Association of the Company, the consent of the Company be and is hereby accorded for the appointment of Ms. Navneet Kaur Virk (DIN: 03403617) as Whole Time Director of the company for a period of 5 years commencing from 30.06.2015 on the remuneration, as may be decided by the Board and with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or

that may hereinafter be made thereto by the Central Government in that behalf or any amendments thereto as may be agreed by the Board of Directors and Ms. Navneet Kaur Virk in this behalf.

“FURTHER RESOLVED THAT pursuant to Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the minimum remuneration to Ms. Navneet Kaur Virk, for that financial year, in which there is inadequacy or absence of profits, during the period of Five years from the effective date of her appointment.”

“FURTHER RESOLVED THAT, any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds, and things in this regard including filing of necessary forms with Registrar of Companies, Hyderabad”.

7. CHANGE IN THE NAME OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and rules made there under and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from “**Indovation Technologies Limited**” to “**SmartPi Technologies Limited**” or such other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana in this behalf.”

“FURTHER RESOLVED THAT consequent to the above, Clause I in the Memorandum of Association be and is hereby altered by substituting the same with the following:

The name of the Company is “**SmartPi Technologies Limited.**”

“FURTHER RESOLVED THAT pursuant to the provisions of Section 14 and rules made there under and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded for alteration of articles of association of the Company by changing the name of the Company from “**Indovation Technologies Limited**” to “**SmartPi Technologies Limited**” or such other name as may be approved by the Registrar

of Companies, Andhra Pradesh and Telangana in this behalf wherever it appears in the Articles.”

“FURTHER RESOLVED THAT the name wherever appearing in the documents, common seal, letter head etc., is substituted by the new name upon receipt of Certificate of change of name.”

“FURTHER RESOLVED THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things necessary in this behalf including filing of all the relevant forms with the office of Registrar of Companies and all other statutory authorities”.

8. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM VISHAKHAPATNAM TO VIJAYAWADA:

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

“RESOLVED THAT, pursuant to the section 12(5) and other applicable provisions of the Companies Act, 2013, if any, the registered office of the Company be and is hereby shifted from its present situation at D.No:50-63-03, Gayatri Nilayam 1st Floor, Rajendra Nagar, Seethammampeta, Vishakhapatnam, Andhra Pradesh - 530016 to 1st Ram’s VSR Apartements, Beside Sidhartha Public School, Mogal Rajpuram, Vijayawada - 520010, a place falling under the jurisdiction of Mogal Rajpuram police station which is outside the local limit of the town where it is presently situated but within the same state.”

“RESOLVED FURTHER THAT, for purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to delegate any or all of the aforementioned powers, to any Director, any committee of the Board of Directors or to officers of the company, to give effect to the aforesaid resolution.”

9. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 5 read with section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the new draft Articles as contained in the Articles of Association submitted be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) and any one of Directors of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**For and on behalf of the Board
For Indovation Technologies Limited**

Sd/-

**Place: Vishakhapatnam
Date: 27.08.2015**

**P.V.V. Satyanarayana
Director
(DIN: 01311615)**

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.

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 (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

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 25.09.2015 to 29.09.2015 (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. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. 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/ Registrar and Share Transfer Agents (M/s. Aarthi Consultants Private Limited).

9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Private Limited, Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2014-15 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 2014-2015 is being sent in the permitted mode.
15. 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 cspriyadarshinilt@gmail.com.
16. **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 31st 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) The voting period begins on 26.09.2015 at 9.00 A.M. and ends on 28.09.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Indovation Technologies Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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. (xvii) above, to cast vote.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (B) The voting period begins on 26.09.2015 at 9.00 A.M. and ends on 28.09.2015 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on 25.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 25.09.2015.
- VII. Mr. Vivek Surana, Practicing Company Secretary, bearing C.P. Number 12901 has been appointed as the Scrutinizer to scrutinize the e-voting process.
- VIII The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indovationtechnologies.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**

Sd/-

**Place: Vishakhapatnam
Date: 27.08.2015**

**P.V.V. Satyanarayana
Director
(DIN: 01311615)**

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

Item No. 4 & 5:

Mr. G. Madhava Rao and Mr. N. Venkata Simhadri were appointed as an Additional Director on 05.12.2014, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and are continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature of Mr. G. Madhava Rao and Mr. N. Venkata Simhadri for the office of director under the category of Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. G. Madhava Rao and Mr. N. Venkata Simhadri as 'Independent Director' for a term upto 28th December, 2019, and pass the resolution set out at Item No. 4 and 5. The appointment of Mr. G. Madhava Rao and Mr. N. Venkata Simhadri is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. G. Madhava Rao and Mr. N. Venkata Simhadri have confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that their continued association with the Company would be of benefit to the Company. Further, in the opinion of the Board Mr. G. Madhava Rao and Mr. N. Venkata Simhadri fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the Management.

None of the Directors or Key Managerial Personnel of the Company, their relatives and Independent Director, Mr. G. Madhava Rao and Mr. N. Venkata Simhadri is concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution as set out at item no. 4 and 5 for approval of the Members.

Item No. 6

The Board of Directors of the company, subject to the approval of the Shareholders and upon recommendation of nomination and remuneration committee decided to appoint Ms. Navneet Kaur Virk (DIN 03403617) as a Whole Time Director of the Company with effect from 30.06.2015 for a period of 5 years on the remuneration, as may be decided by the Board and with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto by the Central Government in that behalf or any amendments thereto as may be agreed by the Board of Directors and Ms. Navneet Kaur Virk in this behalf.

The Board is of the opinion that her services should continue to be available to the Company to meet all the challenges are being faced by the company. The terms and conditions of the appointment of Ms. Navneet Kaur Virk (DIN 03403617), subject to approval of the shareholders.

Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company, their relatives and Independent Director, except Ms. Navneet Kaur Virk is concerned or interested, financially or otherwise, in this Resolution set out at item no. 6 for approval of the Members.

Item No. 7

The Board of directors of the company decided to change of name of the company and accordingly decided to amend the Memorandum and Articles of Association subject to the approval of the Registrar of Companies and members of the company.

Pursuant to the provisions of Section 13 & Section 14 and rules made there under and other applicable provisions of the Companies Act, 2013, change of name of the company requires approval of members. Hence, approval of the members is, therefore, sought in terms of the said sections for change of name from "**Indovation Technologies Limited**" to "**SmartPi Technologies Limited**" or such other name as may be given by the office of Registrar of Companies.

Your Directors recommend the above Special Resolution for your approval.

None of the Directors, key managerial personnel of the company or their relatives are anyway concerned or interested in this Resolution set out at item no. 7.

Item No. 8

The Company's registered office is presently situated at Vishakhapatnam. The Company wants to attract more business from Vijayawada market. With a view to have better coordination, convenience and control over the company operations and also to carry on the business economically and efficiently, the Board of Directors resolved that the registered office of the company is to be shifted to Vijayawada, a place outside the local limits of the town where the company's registered office is presently situated but which is within the same State, where it would be possible for the company to hold its annual general meetings more conveniently as all the required facilities are available there.

The Board, therefore, recommends the proposed special resolution to the members of the company for their consideration and approval.

None of the directors of the company is concerned or interested in the proposed resolution.

Item No. 9

The Articles of Association of the Company ("Articles") as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. The Companies Act, 1956 has been superseded by the Companies Act, 2013. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association is hence to be amended to align the extant Articles with the provisions of the Companies Act, 2013 and rules thereunder.

Salient aspects of the proposed amended Articles:

Under the proposed amended Articles, salient aspects of sections of Table-F of Schedule I to the Companies Act, 2013 which sets out the model articles of association for a Company limited by shares have been adopted. As mentioned in the previous para, changes that are required to be carried out pursuant to the Companies Act, 2013 and rules thereunder coming into force have been duly carried out. A copy of the amended proposed Articles is enclosed to this Notice for consideration / approval of the Members.

The resolution as set out in item no. 9 has been recommended by the Board of Directors for approval of the Members by special resolution.

The proposed new draft of Articles of Association is also available for inspection by the Members at the Registered Office of the Company on any working day excluding public holidays and Sunday from the date here upto 29th September, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way are concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 9 of the Notice.

**For and on behalf of the Board
For Indovation Technologies Limited**

Sd/-

**Place: Vishakhapatnam
Date: 27.08.2015**

**P.V.V. Satyanarayana
Director
(DIN: 01311615)**

DIRECTOR'S REPORT

To,
The Members of Indovation Technologies Limited,

We have pleasure in presenting the 31st Annual report together with Audited accounts for the year ended 31st March, 2015.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRES:

(Rs. in lakhs)

Particulars	2014-2015	2013-14
Gross Income	689.46	5.27
Profit Before Interest and Depreciation	35.25	(21.74)
Finance Charges	0	0
Gross Profit	35.25	(21.74)
Provision for Depreciation	22.45	8.21
Net Profit Before Tax	12.8	(15.81)
Provision for Tax	3.95	0
Net Profit After Tax	8.84	(15.81)
Balance of Profit brought forward	8.84	(15.81)
Balance available for appropriation	0	0
Proposed Dividend on Equity Shares	0	0
Tax on proposed Dividend	0	0
Transfer to General Reserve	0	0
Surplus carried to Balance Sheet	8.84	(15.81)

During the year under review, the Company has recorded an income of Rs. 689.46 lakhs and the profit of Rs. 12.80 lakhs as against the income of Rs. 5.27 lakhs and reported loss of Rs. (15.81) Lakhs in the previous financial year ending 31.03.2014.

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March and the date of Board's Report.

3. CHANGE IN THE NATURE OF BUSINESS:

During the period under review and the date of Board's Report there was no change in the nature of Business.

4. DIVIDEND:

Your Directors express their inability to recommend any dividend for the financial year 2014-15.

5. BOARD MEETINGS:

The Board of Directors met 6 times during the year on 27.05.2014, 12.08.2014, 14.11.2014, 05.12.2014, 13.02.2015 and 14.02.2015 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose and the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) During the year, Mr. G. Madhava Rao and Mr. N. Venkata Simhadri were appointed as an Additional Directors. Now the Board proposes to appoint them as Independent Directors.

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. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint existing additional director in the independent category, as Independent Director on the Board of the Company for a term up to five consecutive years. A brief profile of proposed Independent Director, including nature of her expertise, is provided in this Annual Report.

Notice has been received from a Member proposing candidature of the Directors namely Mr. G. Madhava Rao and Mr. N. Venkata Simhadri for the office of Independent Director of the Company. In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Directors of the Company.

b) Mr. N. Suryanarayana Raju, Mr. K. Chaitanya Varma and Mrs. N. Satyavathi have resigned from the post of Director w.e.f. 05.12.2014.

c) Mr. N. Sanyasi Raju has resigned from the post of Director w.e.f. 13.02.2015.

d) Ms. Navneet Kaur Virk is appointed as a Whole Time Director with effect from 30.06.2015 and the same is proposed for approval of the members.

e) Mr. Y. Sravan Kumar is appointed as Chief Financial Officer of the company with effect from 30.06.2015

Details of re-appointment /appointment of the director:

Name of the Director	Ms. Navneet Kaur Virk	Mr. G. Madhava Rao	Mr. N. Venkata Simhadri	Mr. P V V Satyanarayana
Date of Birth	29/11/1985	10/07/1963	01/08/1952	14/05/1963
Date of Appointment	30/03/2015	05/12/2014	05/12/2014	12/08/2014
Qualifications	MBA	PG in Agricultural & MBA	M.Com, LLB	FCA, ICWA
No. of Shares held in the Company	0	1,000	0	0
Directorships held in other companies (excluding private limited and foreign companies)	PVV Infra Limited	Varsha Laboratories Private Limited, CTIL Limited, Pinnamaneni Holdings Private Limited, GKML Software Technologies Private Limited, Sampada Agri Cold Tech Private Limited, Naithik Agro Foods Private Limited.	Spry Resources India Private Limited, CTIL Media Private Limited, CTIL Limited, Flyington Freighters Private Limited.	CTIL Media Private Limited, CTIL Infrastructure Private Limited, Spry Resources India Private Limited, Pinnamaneni Holdings Private Limited, Pinnamaneni Estates Private Limited, CTIL e-Housing Private Limited, PVV Infra Limited
Positions held in mandatory committees of other companies	Nil	Nil	Nil	Nil

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 **"Director"** means a director appointed to the Board of a Company.

2.2 **"Nomination and Remuneration Committee"** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and clause 49 of the Equity Listing Agreement.

2.3 **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfill the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

3.2 **criteria of independence**

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director-

- a. Who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoters of the company or its holding, subsidiary or associate company;

- (ii) Who is not related to promoters or directors of the company its holding, subsidiary or associate company
- c. Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or director, during the two immediately preceding financial year or during the current financial year;
- d. None of whose relative has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial year or during the current finance year;
- e. Who, neither himself nor any of his relative-
 - (i) Holds or has held the position of a key managerial personnel or is or has been employee of the or associate company in any of the three finance years immediately preceding the finance year in which he is proposed to be appointed;
 - (ii) Is or has been an employee or proprietor or a partner, in any of the three finance year immediately preceding the finance year in which he is proposed to be appointed of-
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding subsidiary or associate company amounting to ten per cent or more of the gross turnover of more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the company any of its promoters , directors or its holding subsidiary or

associate company or that holds two per cent or more of the total voting power of the company; or

- (v) is a material supplier, service provider or customer or a lesser or lessee of the company.
- f. Shall possess appropriate skills experience and knowledge in one or more field of finance , law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or this disciplines related to the company's business.
- g. Shall possess such other qualifications as may be prescribed from time to time, under the companies Act, 2013.
- h. Who is not less than 21 years of age

3.2.3 The independent Director shall abide by the "code for independent Directors "as specified in Schedule IV to the companies A ct, 2013.

3.3 other directorships/ committee memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 **"Director"** means a director appointed to the Board of the company.

2.2 **"key managerial personnel"** means

- (i) The Chief Executive Officer or the managing director or the manager;
- (ii) The Company Secretary;
- (iii) The Whole-time Director;
- (iv) The Chief Finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 **"Nomination and Remuneration committee"** means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and clause 49 of the Equity Listing Agreement.

3. Policy:

3.1 Remuneration to Executive Director and key managerial personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

7. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from Mr. Chanakya Bellam, Mr. G. Madhava Rao and Mr. N. Venkata Simhadri, Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that they as Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).(Format Annexure II)

8. COMPOSITION OF AUDIT COMMITTEE:

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 177 of the Companies Act, 2013.
- II) The terms of reference of the Audit Committee include a review of the following:
 - 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:
 1. Any changes in accounting policies and practices;
 2. Qualification in draft audit report;
 3. Significant adjustments arising out of audit;
 4. The going concern concept;
 5. Compliance with accounting standards;

6. Compliance with stock exchange and legal requirements concerning financial statements and
7. 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.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - 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.
 - 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.
 - Reviewing compliances as regards the Company's Whistle Blower Policy.
- III) The previous Annual General Meeting of the Company was held on 30.09.2014 and 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:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2014-2015, (4) four meetings of the Audit Committee were held on the **27.05.2014, 12.08.2014, 14.11.2014 and 14.02.2015**.

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

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Chanakya Bellam	Chairman	NED (I)	4	4
Mr. G. Madhava Rao@	Member	NED (I)	4	1 Appt w.e.f. 05.12.2014
Mr. N. Venkata Simhadri@	Member	NED(I)	4	1 Appt w.e.f. 05.12.2014
Mrs. N. Satyavathi*	Chairman	NED (I)	4	3
Mr. N. Raju Sanyasi*	Member	NED (I)	4	3

* Mrs. N. Satyavathi has resigned w.e.f. 05.12.2014

* Mr. N. Raju Sanyasi has resigned w.e.f. 13.02.2015

@Appointed as Director w.e.f. 05.12.2014

NED (I): Non Executive Independent Director

NOMINATION & REMUNERATION COMMITTEE:

The details of composition of the Committee are given below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Chanakya Bellam	Chairman	NED (I)	1	1
Mr. G. Madhava Rao	Member	NED (I)	1	1
Mr. N. Venkata Simhadri	Member	NED(I)	1	1

NED (I): Non Executive Independent Director

Terms of reference:

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

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

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

No remuneration has been paid to any of the Directors of the Company.

STAKEHOLDER RELATIONSHIP COMMITTEE (SHAREHOLDERS/INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE):

A. Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Mr. Chanakya Bellam	Member	NED (I)
Mr. G. Madhava Rao@	Member	NED (I)
Mr. N. Venkata Simhadri@	Member	NED(I)
Mrs. N. Satyavathi*	Chairman	NED (I)
Mr. N. Raju Sanyasi*	Member	NED (I)

* Mrs. N. Satyavathi has resigned w.e.f. 05.12.2014

* Mr. N. Raju Sanyasi has resigned w.e.f. 13.02.2015

@Appointed as Director w.e.f. 05.12.2014

NED (I): Non Executive Independent Director

B. Powers:

The Committee has been delegated with the following powers:

- to redress shareholder and investor complaints relating to transfer of shares, Dematerialization of Shares, non-receipt of Annual Reports, non-receipt of declared dividend and other allied complaints.
- to approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)
- Consolidate and sub-division of share certificates etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

RISK MANAGEMENT COMMITTEE**A. Composition:**

The Details of composition of the Committee are given below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Chanakya Bellam	Chairman	NED (I)	1	1
Mr. G. Madhava Rao	Member	NED (I)	1	1
Mr. N. Venkata Simhadri	Member	NED (I)	1	1

NED (I) : Non Executive Independent Director

Role and Responsibilities of the Committee includes the following:

- Framing of Risk Management Plan and Policy
- Overseeing implementation of Risk Management Plan and Policy
- Monitoring of Risk Management Plan and Policy
- Validating the process of risk management
- Validating the procedure for Risk minimization.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.

- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.

9. VIGIL MECHANISM:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company.

10. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Sec. 134(5) of the Companies Act, 2013 the Board of Directors hereby confirms that:

- a. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the Annual accounts on a going concern basis.
- e. The Directors of the Company had laid down internal financial controls and such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

12. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company does not have any Subsidiary.

13. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report (FORMAT IN ANNEXURE I)

14. AUDITORS:

M/s. Hanumaiah & Co., Statutory Auditors of the company retires at the ensuing annual general meeting and is eligible for reappointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from the auditors to their re-appointment and a certificate to the effect that their re-appointment, if made, would be in accordance with the Companies Act, 2013 and the rules framed there under and that they have satisfied the criteria provided in Section 141 of the Companies Act, 2013.

The Board recommends the re-appointment of M/s. Hanumaiah & Co., as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting.

15. INTERNAL AUDIT:

The company has appointed Internal Auditors as on 30.06.2015 for the financial year 2015-16.

16. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies Act, 2013, Secretarial audit report as provided by M/s. S. S. Reddy & Associates, Practising Company Secretaries is annexed to this Report as annexure.

17. AUDIT REPORTS:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2015 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges associated with the business.

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013, and noted that there is no company secretary appointed during the year in the company but the company is taking necessary measures to appoint at the earliest.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec. 134 (3) (m) of the Companies Act 2013 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

19. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

Your Company has not accepted any deposits falling within the meaning of Sec.73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

20. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

21. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

22. INSURANCE:

The properties and assets of your Company are adequately insured.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans.

24. CREDIT & GUARANTEE FACILITIES:

The Company has not availing any facilities of Credit and Guarantee.

25. RISK MANAGEMENT POLICY:

The Risk Management Committee constitute for the purpose will ensure all required measures shall be in place for better compliance.

26. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since your Company does not have the net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more, or a net profit of Rs. 5 crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and accordingly the Company need not adopt any Corporate Social Responsibility Policy.

27. RELATED PARTY TRANSACTIONS:

There are no related party transactions in the financial year 2014-15.

28. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder, the independent directors of the company had a meeting on 30.03.2015 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-independent directors.

The meeting also reviewed and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.

- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

29. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

30. RATIO OF REMUNERATION TO EACH DIRECTOR:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1)(2) & (3) of the Companies(Appointment & Remuneration) Rules, 2014, no remuneration has been paid to any of the Directors of the Company.

31. LISTING WITH STOCK EXCHANGES:

The Company is listed with BSE Ltd. and the Company confirms that it has paid the Annual Listing Fees where the Company's Shares are listed.

32. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Since the paid up capital of the Company is less than Rs. 10 Crores and Net worth of the Company is less than Rs. 25 Crores, Corporate Governance is Not Applicable.

33. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

34. SECRETARIAL STANDARDS:

EVENT BASED DISCLOSURES:

- | | |
|---|----|
| 1. Issue of sweat equity share: | NA |
| 2. Issue of shares with differential rights: | NA |
| 3. Issue of shares under employees stock option scheme: | NA |
| 4. Disclosure on purchase by company or giving of loans by it for purchase of its shares: | NA |

- | | |
|-------------------------------|----|
| 5. Buy back shares: | NA |
| 6. Disclosure about revision: | NA |
| 7. Preferential Issue: | NA |

35. EMPLOYEE RELATIONS:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the Company.

None of the employees is drawing Rs. 5,00,000/- and above per month or Rs.60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013.

36. 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 The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

37. ACKNOWLEDGEMENTS:

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, BSE, NSDL, CDSL etc. for their continued support for the growth of the Company.

**For and on behalf of the Board
For Indovation Technologies Limited**

	Sd/-	Sd/-
Place: Vishakhapatnam	Navneet Kaur Virk	PVV Satyanarayana
Date: 27.08.2015	Whole Time Director	Director
	(DIN: 03403617)	(DIN: 01311615)

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

The shareholders,

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

**For and on behalf of the Board
For Indovation Technologies Limited**

Sd/-

**Place: Vishakhapatnam
Date: 27.08.2015**

**P.V.V. Satyanarayana
Director
(DIN: 01311615)**

ANNEXURE INDEX

Annexure number	Details of annexure
I	Annual Return Extracts in MGT 9
II	Format of declaration by Independent Director

MGT 9
Extract of Annual Return
as on the Financial Year 31.03.2015
[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:-	L72200AP1984PLC004380			
ii.	Registration Date	06/01/1984			
iii.	Name of the Company	Indovation Technologies Limited			
iv.	Category / Sub-Category of the Company	Company limited by shares			
v.	Address of the Registered office and contact details	D.No:50-63-03, Gayatri Nilayam 1st Floor, Rajendra Nagar, Seethammapeta, Vishakhapatnam- 530016.			
vi.	Whether listed company Yes / No	Yes			
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Aarhi Consultants Private Limited 1-2-285, Near Gaganmahal Nursing Home , Street No 7, Domalguda , Hyderabad-500029. Ph: 040-27638111/27634445, Fax: 040-27632184.			
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 Development & LED Lights	99831413	47.09		
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:					
Sl. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATES	% OF SHARES HELD	APPLICABLE SECTION
	Nil	Nil	Nil	Nil	Nil
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)					
<i>i) Category-wise Share Holding:-</i>					
Category of Shareholders	No. of Shares held at the beginning of the year	No. of Shares held at the end of the year	%Change during		

									the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
Indian									
Individual/ HUF	1400000	0	1400000	56.58	903186	0	903186	36.50	20.08
Central Govt	0	0	0	0	0	0	0	0	
State Govt (s)	0	0	0	0	0	0	0	0	
Bodies Corp.	0	0	0	0	0	0	0	0	
Banks / FI	0	0	0	0	0	0	0	0	
Any Other....	0	0	0	0	0	0	0	0	
Sub-total (A) (1) :-	1400000	0	1400000	56.58	903186	0	903186	36.50	20.08
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	
b) Other – Individuals	0	0	0	0	0	0	0	0	
c) Bodies Corp.	0	0	0	0	0	0	0	0	
d) Banks / FI	0	0	0	0	0	0	0	0	
e) Any Other....	0	0	0	0	0	0	0	0	
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1400000	0	1400000	56.58	903186	0	903186	36.50	20.08
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	
b) Banks / FI	0	0	0	0	0	0	0	0	
c) Central Govt	0	0	0	0	0	0	0	0	
d) State Govt(s)	0	0	0	0	0	0	0	0	
e) Venture Capital Funds	0	0	0	0	0	0	0	0	
f) Insurance Companies	0	0	0	0	0	0	0	0	
g) FIs	0	0	0	0	0	0	0	0	
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	
i) Others (specify)	0	0	0	0	0	0	0	0	
2. Non Institutions									

a) Bodies Corp.	260	200325	200585	8.11	481197	325	481522	19.46	11.35
i) Indian	0	0	0	0	0	0	0	0	
ii) Overseas	0	0	0	0	0	0	0	0	
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	5137	115474	120611	4.87	73555	113354	186909	7.55	2.68
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	299900	453423	753323	30.44	885742	11500	897242	36.26	5.82
c) Others									
Clearing members	50	0	50	0.00	5710	0	5710	0.23	0.23
Non Resident Indians	10	0	10	0.00	10	0	10	0.00	0.00
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	305357	769222	1074579	43.42	1446214	125179	1571393	63.50	20.08
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1705357	769222	2474579	100	2349400	125179	2474579	100	0

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1.	K Chaitanya Varma	300000	Nil	300000	12.12	103186	Nil	103186	4.17	7.95
2.	K. Sandhya	300000	Nil	300000	12.12	300000	Nil	300000	12.12	Nil

3.	M Ramannamma	300000	Nil	300000	12.12	300000	Nil	300000	12.12	Nil
4.	N S N Raju	200000	Nil	200000	8.08	200000	Nil	200000	8.08	Nil
5.	K Jayalakshmi	100000	Nil	100000	4.04	100000	Nil	100000	4.04	Nil
6.	B Renuka	100000	Nil	100000	4.04	100000	Nil	100000	4.04	Nil
7.	N Janaki Devi	100000	Nil	100000	4.04	100000	Nil	100000	4.04	Nil

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Share holding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	K. Chaitanya Varma				
	At the beginning of the year	300000	12.12	103186	4.17
	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): Due to sale of shares				
	At the End of the year	103186	4.17		

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

Sl. No.	Shareholder Name	Shareholding at the beginning of the year		Share holding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
1.	Akhil Avenues Private Limited	200000	8.08	-	-
2.	Pushpalatha Penumajji	200000	8.08	-	-
3.	A Ramesh Babu	117799	4.76	-	-
4.	B Jagavathi Devi	100000	4.04	100000	4.04
5.	B Satyanarayana Raju	100000	4.04	-	-
6.	Sagi Srikanth Varma	99900	4.03	-	-
7.	S Jhansi	53070	2.14	-	-
8.	P Narayana Reddy	39474	1.59	-	-
9.	N Hima Bindu	31580	1.27	-	-
10.	N Vanaja	11500	0.46	-	-
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer / bonus/ sweat equity etc):NA				
	At the End of the year				
1.	Saaketa Finstock Pvt. Ltd.	-	-	216691	8.76
2.	Rama Krishna Bhashyam	-	-	106307	4.29
3.	Buddharaju S Raju	-	-	100000	4.04
4.	Pune E Stock Broking Pvt Ltd	-	-	100000	4.04
5.	Kirit Ramanlal Shah	-	-	80000	3.23
6.	Sabina Anilkumar Sanghvi	-	-	78000	3.15

7.	Kasat Securities Pvt Ltd	-	-	72000	2.91
8.	Vishal Prakash Shah	-	-	59915	2.42
9.	Sangeeta Chawalla	-	-	56300	2.28

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	G Madhava Rao				
	At the beginning of the year	0	0	1000	0.04
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweatequity etc): Due to buying of shares				
	At the End of the year	1000	0.04		

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
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	-	-	-	-	-
6.	Total (A)	-	-	-	-	-
7.	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Director				Total Amount
	3. Independent Directors Fee for attending board / committee meetings · Commission · Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	4. 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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	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	-	-	-	-
6.	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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE II

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Indovation Technologies Limited

Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You,
Yours Faithfully,

Date: 12.08.2014
Place: Hyderabad

Chanakya Bellam
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Indovation Technologies Limited

Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.
Yours Faithfully,

Date: 05.12.2014
Place: Hyderabad

G. Madhava Rao
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Indovation Technologies Limited

Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.
Yours Faithfully,

Date: 05.12.2014
Place: Hyderabad

N. Venkata Simhadri
(Independent director)

FORM MR-3
SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To
The Members of
M/s. Indovation Technologies Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Indovation Technologies 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 my 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 authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2014 and ended 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Indovation Technologies Limited ("The Company") for the financial year ended on 31st March, 2015, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12th September, 2013 and sections and Rules notified and came in to effect from 1st April, 2014;

- ii. The Securities Contracts (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 (FDI) and Overseas Direct Investment and External Commercial Borrowings;
 - v. The Securities and Exchange Board of India Act, 1992 ('SEBI Act')
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company under the financial year under report:
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 except yearly and event based disclosures.
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - v. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - vii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

3. We have also examined compliance with the applicable clauses of the following:
 - i. Secretarial Standards issued by the Institute of Company secretaries of India under the provisions of Companies Act, 1956 and
 - ii. The Listing Agreements entered into by the Company with BSE Limited;
4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations;

OBSERVATIONS:

- a. As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
 - i. the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report,
 - Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report, and
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
 - ii. As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ ADRs or any Commercial Instrument under the financial year under report.

- b.** 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.
- c.** We further report that the company has not appointed Chief Financial officer, Company Secretary and Internal Auditor for the year 2014-15.
- d.** The company has filed the requisite Forms and returns with Registrar of Companies as and when required however delay was observed in filing certain forms with ROC.

For S.S. Reddy & Associates

Place: Hyderabad
Date: 27.08.2015

S. Sarveswara Reddy
Practicing Company Secretaries
C.P.No: 7478

Annexure A

To
The Members of
M/s. Indovation Technologies Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S.S. Reddy & Associates

Place: Hyderabad
Date: 27.08.2015

S. Sarveswara Reddy
Practicing Company Secretaries
C.P.No: 7478

INDEPENDENT AUDITORS' REPORT

To

The members of M/s. INDOVATION TECHNOLOGIES LIMITED

Report on the financial statements

We have audited the accompanying financial statements of M/S. INDOVATION TECHNOLOGIES LIMITED ("Company"), which comprise the Balance Sheet as at 31.03.2015, the Statement of Profit and Loss account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by the institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control

relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

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

Report on other legal and regulatory requirements

1. As required by the Companies (Audit Report) Order, 2015 issued by the Central Government of India in terms of sub-section 11 of section 143 of the Companies Act, 2013, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c) The Balance Sheet, Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet and Statement of Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013; read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the Directors, as on 31st March, 2015 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2014 from being appointed as a Director in terms of section 164 (2) of the Companies Act, 2013.
- f) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business.
- g) In our opinion, and according to the information and explanations given to us, the company has disclosed the pending litigations of the company which will have impact on the financial statements.
- h) In our opinion, and according to the information and explanations given to us, the company is not foreseeing any losses, and therefore the provision of the same does not arise.
- i) In our opinion, and according to the information and explanations given to us, the company has not holding amounts such as unclaimed dividends, share application money etc requiring the transfer of the same to the Investor Education and Protection Fund.

Place: Vijayawada
Date : 20.04.2015.

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in the Auditor's Report to the Members of M/s. INDOVATION TECHNOLOGIES LIMITED for the year ended 31st March, 2015.

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) The fixed assets have been physically verified by the management during the period and no serious discrepancies have been noticed on such verification.
- 2) a) The stock of inventory have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

b) In our opinion, the procedures of physical verification of inventory followed by the management reasonable and adequate considering the size of the company and the nature of its business.

c) No material discrepancies have been noticed on physical verification of stocks as compared to book records in so far as appears from our examination of the books.
- 3) In our opinion and according to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the receipt of the principal amount and interest thereon and overdue thereon does not arise.
- 4) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. Further during the course of our audit, we have not come across any instances of major weaknesses in internal control that in our opinion, requiring correction.
- 5) In our opinion and according to the information and explanations given to us and as shown by the books of accounts, the company has not accepted deposits within the meaning Section 73 to 76 of the Companies Act, 1956 and hence compliance of provisions of Section 73 to 76 of the companies Act 1956 does not arise.

- 6) The Central Government had not prescribed any cost records U/s. 148(1) of the Companies Act, 1956 and hence the maintenance of cost records does not arise.
- 7) a) According to the books and records examined by us and the information and explanations given to us, the company is regular in depositing with appropriate authorities the undisputed statutory dues in respect of provided fund, ESI, income-tax, wealth-tax, service tax, sales-tax, customs duty and excise duty and there were no undisputed statutory dues and arrears as at the date of the Balance Sheet under report for the period exceeding six months from the date they became payable.
- b) According to the books and records examined by us and the information and explanations given to us, there was no disputed statutory dues in respect of provided fund, ESI, wealth-tax, service tax, sales-tax, customs duty and excise duty etc., excepts the income tax liability as mentioned below which is outstanding for more than six months as at the date of the Balance Sheet under report.

S.No	Particulars	Situation	Amount
1	Asst. Commissioner of Income tax, circle-2(3)	Penalty order U.S 271 (i) (c)	Rs.41,80,872/-

- 08) According to the information and explanations furnished to us the company has been incorporated for a period exceeding 5 years. The accumulated losses at the end of the year as on 31.03.2015 Rs.139.95 lacs which accounts 56.55% of its net worth and the company has not incurred cash losses during the financial years 2014-15 and whereas the cash loss of Rs.7.60lacs was incurred for the financial year 2013-14.
- 09) According to the books and accounts examined by us and the information and explanations given to us the company has not availed any loans from any of the financing institutions, bank or debenture holders and therefore the defaults thereof does not arise.
- 10) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.

- 11) According to the books and accounts examined by us and the information and explanations given to us the company has not taken any term loans during the year
- 12) During the course of our examination of the accounts of the company in accordance with generally accepted auditing practices, we have not come across any instances of fraud on or by the company, nor has the management, of any such instance being noticed or reported during the year.

Place: Vijayawada
Date: 20.04.2015

Hanumaiah & Co
Chartered Accountants

INDOVATION TECHNOLOGIES LIMITED

BALANCE SHEET AS ON 31st MARCH 2015

Description	Schedule No.	As at 31.03.2015	As at 31.03.2014
SOURCES OF FUNDS			
Shareholder's Funds			
(a) Share Capital	1	24,745,790	24,745,790
(b) Reserves & Surplus	2	(13,994,865)	(14,879,624)
Loan Funds			
(a) Long Term Advances	3	29,484,838	351,103
(b) Differed Tax liability - Net		(661,877)	(661,877)
TOTAL		39,573,886	9,555,392
APPLICATION OF FUNDS			
Fixed Assets			
(a) Gross Block	4	46,846,258	8,096,258
(b) Less: Depreciation		3,534,971	1,289,853
(c) Net Block		43,311,287	6,806,405
Capital Work in Progress		-	-
Current Assets, Loans & Advances			
(a) Sundry debtors	5	4,665,200	4,665,200
(b) Cash and Bank Balances		81,930	267,321
(c) Deposits		-	-
(d) Inventories		36,481,000	-
(e) Taxes And duties Receivable		11,112,298	200,000
(f) Investments		-	-
(g) Loans and Advances		5,244,961	7,529,314
Less: Current Liabilities & Provisions		57,585,389	12,661,835
Net Current Assets	6	61,322,790	9,912,848
Miscellaneous Expenditure (To the extent not written off or adjusted)		(3,737,401)	2,748,987
TOTAL		39,573,886	9,555,392
Disclosure of Accounting Policies and Notes on Accounts			

As per our attached report of even date

for HANUMAIAH & CO
Chartered Accountants
FRN:009021S

for INDOVATION TECHNOLOGIES LIMITED

Sd/-
Director

Sd/-
Director

(K HANUMAIAH)
Partner

Place: Vijayawada
Date : 20.04.2015

INDOVATION TECHNOLOGIES LIMITED

PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31.03.2015

(Amount in Rs.)

Description	Schedule No.	For the Year ending 31.03.2015	For the Year ending 31.03.2014
INCOME			
Gross Turnover	7	32,465,055	527,450
Less : Taxes		-	-
Net Turnover		32,465,055	527,450
Other Income			
Closing Stock		36,481,000	-
TOTAL		68,946,055	527,450
EXPENDITURE			
Opening Stock		-	-
Cost of Purchase	8	64,007,450	-
Administration, Selling and other Expenses	9	375,437	301,911
Operating Expenditure	10	1,037,646	1,692,864
Finance Expenditure		-	-
Depreciation & Amortization Expenses		2,245,118	821,490
Deferred Tax			707,244
TOTAL		67,665,651	2,109,021
Net Profit Before Tax		1,280,404	(1,581,571)
Provision for Tax		395,645	-
Net Profit after Tax Carried to Balance Sheet		884,759	(1,581,571)
Less: Appropriations:			
Provision for Provisional Share Dividend			
Balance carried to Balance Sheet		884,759	(1,581,571)

As per our attached report of even date

for HANUMAI AH & CO
Chartered Accountants
FRN:009021S

for INDOVATION TECHNOLOGIES LIMITED

(K HANUMAI AH)
Partner
M No.201719

Sd/-
DIRECTOR

Sd/-
DIRECTOR

Place: Vijayawada
Date : 20.04.2015

INDOVATION TECHNOLOGIES LIMITED

CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH,2015

Particulars	31.03.2015	31.03.2014
	Rs	Rs.
A. Cashflow from Operating Activities		
Profit before tax and extraordinary activities	1,280,404	(2,288,815)
Depreciation and Depletion	2,245,118	821,490
(Increase) / Decrease in Inventories	(36,481,000)	-
(Increase) / Decrease in Trade Receivables	-	-
(Increase) / Decrease in Loans and Advances	2,284,353	643,865
(Increase) / Decrease in Current Assests	(11,312,298)	-
Increase / (Decrease) in Current Liabilities	51,414,297	3,219,622
Increase / (Decrease) in Long Term Provisions	29,133,735	-
Income Tax Paid	-	-
Sub Total A	38,564,609	2,396,162
B. Cashflow from Financing Activities		
Share Application Money		-
Long Term Borrowings Received		-
Other Long Term Liabilities		-
Short Term Borrowings Received		-
	-	-
C. Cash Flows from Investing		
Purchase of Fixed Assets	(38,750,000)	(3,381,915)
(Increase) / Decrease in Capital work in Progress	-	-
(Increase) / Decrease in Investments	-	-
Sub Total C	(38,750,000)	(3,381,915)
Net Decrease in cash and cash equivalents	(185,391)	(985,753)
Opening cash and cash equivalents	267,321	1,253,074
Closing cash and cash equivalents	81,930	267,321
	(185,391)	(985,753)

As per our Report of even date
for HANUMAIAH & CO
Chartered Accountants.

FRN:009021S

Sd/-

(K HANUMAIAH)

Proprietor

M No.201719

Place: Vijayawada

Date : 20.04.2015

For and on behalf of the board

Sd/-

Director

Sd/-

Director

INDOVATION TECHNOLOGIES LIMITED

Note: 1

SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of preparation of financial statements

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention, on the basis of a going concern basis, while revenue, expenses, assets and Liabilities accounted/recognized on accrual basis. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), the provisions of the Companies Act, 1956. Accounting

policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

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

2. Use of Estimates

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

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

3. Revenue Recognition

During the year the company has generated Revenue from operating activities of selling and trading of cotton threads and cotton materials. Revenue from sale of goods is recognized when the significant risks and rewards of ownership

of the goods are transferred to the customer and is stated net of trade discounts, excise duty, sales returns and sales tax. Where there is no uncertainty as to measurement of collect ability has been recognized.

4. Expenditure

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

5. Depreciation and amortization

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

6. Income tax

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

7. Earnings per Share

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

8. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

NOTES ON ACCOUNTS

9. Contingent Liabilities: Income tax due : NIL
10. The Company has no Subsidiaries.
11. Directors Remuneration: Nil
12. The Company's Loans and Advance are other than Hire Purchase Advances.
13. Auditors Remuneration : Rs. 75,000/- (Last Year: Rs.75,000/-)
14. No outstanding amounts payable to micro, small and medium enterprises.
- 15. Segment information:**
Revenue of the Company comes from a single segment of operating activities, as also economic environment in the whole of country is one, Segment Reporting as required under Accounting Standard –17 has not been given.
16. CIF value of import in respect of capital goods: Nil.
Expenditure and Earnings in Foreign Currency: Nil (Previous Year:Nil)
17. Retirement benefits / Gratuity will be considered in accounts on payment basis. However no employee qualifies for the same.
- 18. Earnings per share:**
In determining earnings per share, the company considers the net profit after tax and includes the past tax effect of any extraordinary/exceptional item.

Particulars	Amount in Rupees	
	31.03.2015	31.03.2014
Weighted average number of shares outstanding	4785500	4785500
Face value of equity shares	10	10
Net Profit after tax		4687371
Earnings per share		0.98

19. Related party transactions:

As per AS-18 issued by The Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are NIL.

20. There were no employees in respect of remuneration of Rs. 24 00 000/- or more per annum or Rs. 2 00 000/- or more per month, if employed for part of the year.
21. Additional information pursuant paragraphs 3, 4C and 4D of part II of schedule of VI of the companies Act, 1956 is not applicable to the Company.
22. Figures for the previous year are regrouped and rearranged, wherever necessary

As per our report of even date attached
For HANUMAIAH & CO.,
Chartered Accountants
Firm Reg. No. 009021S

(K.HANUMAIAH)
Partner
Membership No. 201719

Place: Vijayawada
Date: 20-04-2015

For and on behalf of the board of directors
INDOVATION TECHNOLOGIES LTD

Sd/-
Director

Sd/-
Director

Place: Visakhapatnam
Date: 20-04-2015

INDOVATION TECHNOLOGIES LIMITED

SCHEDULES FORMING PART OF PROVISIONAL BALANCE SHEET AS AT 31.03.2015

SCHEDULE : 1

SHARE CAPITAL

Particulars	As at 31.03.2015	As at 31.03.2014
Authorised : Share Capital	24,745,790	24,745,790
TOTAL	24,745,790	24,745,790

SCHEDULE : 2.

RESERVES & SURPLUS

Particulars	As at 31.03.2015	As at 31.03.2014
Opening Balance Carry Forward	(14,879,624)	(13,298,053)
Profit & Loss Account	884,759	(1,581,571)
TOTAL	(13,994,865)	(14,879,624)

SCHEDULE : 3

Long term Loans

Particulars	As at 31.03.2015	As at 31.03.2014
Dealer's Deposits	3,850,103	351,103
Mic Electronics Ltd	25,634,735	-
TOTAL	29,484,838	351,103

INDOVATION TECHNOLOGIES LIMITED

SCHEDULE : 4

S.No	PARTICULARS	GROSS LOC		DEPRECIATION LOC		NET LOC		
		AS AT 01-04-2014	Additions During the Year	AS AT 31-03-2015	UPTO 01-04-2014	FOR THE PERIOD	UPTO 31-03-2015	AS AT 31-03-2015
1	Computer A	5,991,524	-	5,991,524	1,015,108	1,990,567	3,005,675	4,976,416
2	Computer B	1,543,907	-	1,543,907	189,433	188,407	377,840	1,354,474
3	Office Equipments	560,827	38,750,000	39,310,827	85,312	66,144	151,456	475,515
4								
	TOTAL	8,096,258	38,750,000	46,846,258	1,289,853	2,245,118	3,534,971	6,806,405
	PREVIOUS YEAR	2,867,716	-	1,716,321	253,218	26,617	279,835	1,463,103

INDOVATION TECHNOLOGIES LIMITED

SCHEDULE : 5:

CURRENT ASSETS, LOANS & ADVANCES:

Particulars	As at 31.03.2015	As at 31.03.2014
CURRENT ASSETS:		
Cash in hand	15,243	245,500
Sundry Debtors	4,665,200	4,665,200
Cash at Bank	66,687	21,821
Inventories		
Closing Stock - Raw material	-	-
Closing Stock - Work In Progress	-	-
Closing Stock - Finished Goods	36,481,000	-
Deposits		
Rental deposit		
LOANS & ADVANCES:		
Advances to Creditors	5,047,875	319,203
Other Advances	197,086	7,210,111
TDS & Advance Tax	-	200,000
Excise Duty	9,403,875	-
VAT	1,708,423	-
TOTAL	57,585,389	12,661,835

SCHEDULE: 6:

CURRENT LIABILITIES & PROVISIONS

Particulars	As at 31.03.2015	As at 31.03.2014
Sundry Creditors- Others		4,799,000
Sundry Creditors - Expenses	60,927,145	4,521,756
Expenses Payables	-	574,186
Provision for Taxation	395,645	17,906
TOTAL	61,322,790	9,912,848

**SCHEDULE : 7:
INCOME**

Particulars	As at 31.03.2015	As at 31.03.2014
Revenue From Operations	32,465,055	527,450
	-	-
TOTAL	32,465,055	527,450

**SCHEDULE : 8:
PURCHASE COST:**

Particulars	As at 31.03.2015	As at 31.03.2014
Purchases	64,007,450	-
TOTAL	64,007,450	-

**SCHEDULE: 9:
OPERATING EXPENDITURE**

Particulars	As at 31.03.2015	As at 31.03.2014
Electricity Charges		
Staff Cost & Other Direct Expenses	1,037,646	1,692,864
	1,037,646	1,692,864

**SCHEDULE : 10:
ADMINISTRATION, SELLING AND OTHER EXPENSES:**

Particulars	As at 31.03.2015	As at 31.03.2014
Advertisement	35,332	57,829
Audit Fee	75,000	75,000
Bank Charges	5,470	1,024
Filing Fee	50,224	39,671
Postage & Courier	770	1,190
Printing Stationery	54,120	83,100
Professional Charges	15,436	23,148
Rates & taxes	23,632	14,241
Interest Paid on Income tax	-	6,708
Electricity Charges	15,321	-
Office maintainance	11,250	-
Misc. Expenses	2,800	-
Rent	25,000	-
Telephone Charges	14,280	-
Tender Fees	10,454	-
Transportation Charges	10,964	-
Travelling Expenses	25,384	-
TOTAL	375,437	301,911

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 21st Annual General Meeting of the Company, to be held on 29th September, 2015 at 12.00 P.M. at D.No:50-63-03, Gayatri Nilayam 1st Floor, Rajendra Nagar, Seethammapeta, Vishakhapatnam, Andhra Pradesh, 530016 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 31.03.2015
2. Appointment of Mr. PVV Satyanarayana as Director who retires by rotation.
3. Appointment of statutory auditors and fixation of their remuneration
4. Appointment of Mr. G. Madhava Rao as an Independent Director
5. Appointment of Mr. N. Venkata Simhadri as an Independent Director
6. Appointment of Ms. Navneet Kaur Virk as a Whole Time Director
7. Change in the name of the company
8. Shifting of registered office of the company from Vishakhapatnam to Vijayawada
9. Adoption of new articles as per Table F of the Companies Act, 2013.

Signed this day of..... 2015

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.

INDOVATION TECHNOLOGIES LIMITED
D.NO:50-63-03, GAYATRI NILAYAM 1ST FLOOR,
RAJENDRA NAGAR, SEETHAMMAPETA, VISHAKHAPATNAM, ANDHRA PRADESH, 530016

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 21st Annual General Meeting of the members of the company to be held on 29th September, 2015 at 12.00 P.M. at D.No:50-63-03, Gayatri Nilayam 1st Floor, Rajendra Nagar, Seethammampeta, Vishakhapatnam, Andhra Pradesh, 530016 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____ (In block letters)

Folio No./ Client ID_____

No. of shares held_____

Note:

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

COURIER
Annual Report

If Undelivered, please return to
INDOVATION TECHNOLOGIES LIMITED
D.No:50-63-03, Gayatri Nilayam 1st Floor,
Rajendra Nagar, Seethammapeta,
Vishakhapatnam, Andhra Pradesh- 530016.