

**19th
ANNUAL
REPORT
2012-2013**



SENTHIL INFOTEK LIMITED

157, Dhanalakshmi Society, Mahendra Hills,
East Marredpally, Secunderabad - 500 026.

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CORPORATE INFORMATION

Board of Directors:

- A. Sree Hari - Chairman
- C. Pitchandi - Managing Director
- S. Senraj Muthaiah
- P. Seetha Lakshmi
- D. Surekha
- D. Sarada

Committees of the Board

Audit Committee

- D. Surekha - (Chairperson)
- A. Sree Hari
- S. Senraj Muthaiah

Investor Grievance Committee

- S. Senraj Muthaiah - (Chairman)
- A. Sree Hari

Remuneration Committee

- A. Sree Hari - (Chairman)
- S. Senraj Muthaiah
- P. Seetha Lakshmi

Auditor

P. Srinivasan & Co.
Chartered Accountants
Hyderabad

Registered Office & Corporate Office

157. Dhanalakshmi Society,
Mahendra Hills, East Marredpally,
Secunderabad - 500 026

SENTHIL INFOTEK LIMITED

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of **SENTHIL INFOTEK LIMITED** will be held on Thursday, the 26th day of September, 2013 at 4.00 P.M at the Registered Office of the Company at 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad - 500026, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Audited Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. P. Seetha Lakshmi who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mrs. D. Surekha who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint M/s P. Srinivasan & Co., Chartered Accountants, Secunderabad, the retiring Auditors of the Company, who shall hold the office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board to fix their remuneration.

For and on behalf of the Board
SENTHIL INFOTEK LIMITED

Sd/-

Chellamani Pitchandi

Managing Director

Place: Secunderabad

Date: 29.05.2013

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. In order to be effective, proxies must be lodged with the Company not less than 48 hours before the commencement of the meeting.
2. Members / Proxies are requested to fill the attendance slips duly filled in for attending the meeting and bring their copies of the Annual Report to the meeting.
3. Members are requested to notify immediately any change in their address to the Share Transfer Agents.
4. The Register of Members and Share Transfer Register in respect of Equity Shares of the Company will remain closed from 24th September 2013 to 26th September 2013 (both days inclusive).
5. In all correspondences with the Company, members are requested to quote their registered folio numbers.
6. All requests for transfer of shares and allied matters along with the relevant transfer deeds and/or share certificates should be sent to the Company's registered office.
7. Members are requested to intimate the Company at the Registered Office, queries, if any, regarding, these accounts at least ten days before the meeting to enable the management to keep the required information readily available at the meeting.

Brief profile of the Retiring Director is given below:

Mrs. P. Seetha Lakshmi:

Mrs. P. Seetha Lakshmi has an experience of 25 years as a academician thereby acquired management skill which are beneficial to the Company..

Mrs. D. Surekha:

Mrs. D. Surekha has vast experience and specialization in financial accounting.

DIRECTORS' REPORT

To
The Members
SENTHIL INFOTEK LIMITED
Secunderabad

Your Directors present the Nineteenth Annual Report of the Company together with the Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 2013.

1. FINANCIAL RESULTS:

During the year, the Company carried on its operations on software and data processing operations with the following results.

(Rupees in Lakhs)

Particulars	31.03.2013
Income earned	19.92
Net profit before Taxes	0.53
Net profit after Taxes	0.36

2. OPERATIONS:

During the year under review, the revenue of the Company has increased to more than 40% to Rs.19.92 Lakhs. The increase in revenue is due to increase in sales and other income of the Company from Rs. 11.58 Lakhs to Rs. 19.92 Lakhs. The Company has undertaken software development and processing works during the year.

3. FUTURE OUTLOOK:

The current scenario in the Information Technology (IT) industry in India and the tremendous growth registered in the recent years has generated much optimism about the future of the Industry. Software exports from India are expected to grow in coming years. The domestic market is an important are of future growth for the IT Industry of India. While the exports dominate the IT industry at present, there is a huge scope of growth in the domestic market to be tapped. Andhra Pradesh is the fourth-largest IT exporter in the country, accounting for 12 percent of India's total IT exports.

The Company is poised to explore the avenues being created out of demand for IT services in all walks of life with focus on Engineering and Computer Aided Designing which promises to be a huge market due to major infrastructure development initiatives by the Governments with Private partnerships. The Company focuses to tap new domestic market in the State.

4. DIVIDEND:

Due to inadequacy of profits, your Directors do not recommend any dividend for the Financial year ended 31.03.2013.

5. DIRECTORS:

Pursuant to the provisions of Section 256 of the Companies Act, 1956, Mrs. P. Seetha Lakshmi and Mrs. D. Surekha, Directors retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

6. AUDITORS:

M/s P. Srinivasan & Co., Chartered Accountants, Secunderabad retire as statutory Auditors of the Company at the ensuing Annual general Meeting and being eligible, offer themselves for re-appointment for holding office until the conclusion of next Annual General Meeting. The Board of Directors shall fix their remuneration as per the terms agreed upon.

7. FIXED DEPOSITS:

Your Company has not accepted fixed deposits from public or its shareholders during the year under review.

8. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, Your Directors report:

- i. That in the preparation of the Annual accounts, the applicable accounting standards have been followed.
- ii. That your Directors have selected appropriate accounting policies and applied them consistently so as to depict 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 account for that period.
- iii. That your Directors have taken proper and sufficient care with respect to the maintenance of required and mandated records under the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and preventing and detecting any frauds and other irregularities.
- iv. That your Directors have prepared the Annual Accounts for the Financial Year ended 31.03.2013 as per the going concern concept.

9. PARTICULARS OF EMPLOYEES:

During the year under review, there were NIL employees drawing remuneration above the limits specified under Section 217(2A) read with the Companies (Particulars of Employees) Rules, 1975 as amended.

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

Pursuant to the provisions of Section 217(1) (e) of the Companies Act, 1956, the particulars of conservation of energy and technology absorption are annexed hereto and Foreign exchange earnings and outgo are NIL.

11. RESEARCH AND DEVELOPMENT :

The shares of your company are listed at BSE Limited and Madras Stock Exchange Limited.

12. LISTING:

The Company's shares are listed at Bombay Stock Exchange Limited and trading regularly.

13. SUBSIDIARY COMPANY:

There are no subsidiaries to your Company as on the date of report.

14. CORPORATE GOVERNANCE REPORT:

Your Company has complied with the provisions of Clause 49 of the Listing Agreement as amended for Corporate Governance. The Corporate Governance Report is included in this Annual Report. The auditor's certificate on compliance is also annexed to this report.

15. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to express their grateful appreciation for the co-operation and assistance by Government Authorities, Bankers and other business associates as well as shareholders and employees.

For and on behalf of the Board
SENTHIL INFOTEK LIMITED

Sd/-
C. PITCHANDI
Managing Director

Sd/-
P. SEETHALAKSHMI
Director

Place: Secunderabad

Date: 29.05.2013

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT:

Our industry is dynamic and highly competitive, with frequent changes in both technologies and business models. Each industry shift is an opportunity to conceive new products, new technologies, or new ideas that can further transform the Company and its business. As stated above that IT industry is dynamic and highly competitive, the Company anticipates changes in technology and business models. The model for growth is based on the ability to initiate and embrace new technology trends, to enter new markets, both in terms of geographies and product areas, and to drive broad adoption of the products and services as per market needs.

The global economic environment in year 2012-13 continued to remain uncertain with signs of concern and slow growth (1%-2%). In the emerging markets, strong consumer spending and upbeat investment sentiment continue to drive economic growth (5%-8%). Across markets, technology and innovation are being seen as growth drivers. Investment in innovation has emerged as a differentiator in the market place. Investment in technology has been enabling companies to connect with customers and influence their purchase decisions on a real-time basis. Spend on IT and software products, continued to have the majority share of 58% of total IT spend.

OPPORTUNITIES AND THREATS

Strengths:

According to software industry body, National Association of Software and Service Companies (NASSCOM), the information technology and IT-enabled services sectors in India have become crucial growth catalysts for the Indian economy. We operate in a highly competitive and rapidly changing market, and compete with big consulting firms, divisions of large multinational technology firms, IT outsourcing firms, offshore technology services firms, software firms etc.

While large companies with their larger sales and pre-sales teams as well ability to do acquisitions are more versatile in facing the deepening situation, we are working on quality and partnership model innovations to strengthen our position. The IT platform not only offers opportunities to exploit domestic demand but also facilitates access to the global avenues. Your Company is optimistic on the future outlook of the Industry even during the down turn.

Our Strategy:

The Company's strategy for long-term profitable growth is based on continuously scaling its core IT services business, while investing in new services and markets. The Company's strategy of strengthening the current business and investing in the future revolves around the following:

- customer centricity,
- full services portfolio,
- global network delivery model
- non-linear business models and
- experience certainty.

Threats:

The large size of the addressable global market, with relatively low current level of penetration suggests significant headroom for future growth. The Company has positioned itself well for the growth in business with an aligned strategy, structure and capabilities. The risk management process goes through a review annually in order to keep it aligned with the changing global risks.

The following table lists some of the key risks faced by the Company.

- Global economic situation
- Increasing competition
- Supply-side risks
- Currency Volatility
- Cost pressures

OUTLOOK AND FUTURE PLANS

The Company has a positive outlook for the coming year and endeavors to achieve a steady business performance in the coming years. Based on the assessment of key technology trends and focus on long-term research and development of new products and services, the Company sees significant opportunities to drive future growth.

We are continuing to endeavor efforts towards strengthening the position as one of the dynamic Company providing technology services. In order to increase the business, we seek to increase business from existing and new clients. We seek to provide value-added solutions by leveraging our in-depth industry expertise and expanding the breadth of services offered to them beyond those in the initial engagement.

RISKS AND CONCERNS

Risk is a natural part of the business landscape. If left unmanaged, the uncertainty can spread like weed. If managed effectively, losses can be avoided and benefits obtained. Our business model continues to address the need to grow aggressively while managing risk. It is difficult to pen down the risks and uncertainties with certainty. They are not limited to risks and uncertainties regarding fluctuating in earnings, interest rates, exchange rates, the company's ability to manage growth, intense competition in IT services including those factors which may affect our cost advantage, wage increase, earnings and exchange rate fluctuations, intense IT competition, Government policies, ability to attract and retain skilled professionals, time- cost overruns on fixed price contracts, client concentration, ability to manage the international marketing and sales operations as well as the local operations, alterations of the government fiscal incentives, political instability, legal framework and above all general economic conditions affecting the industry

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has put in place the adequate system of internal controls for having proper controls and to improve efficiency in operations. The internal control systems of the Company aims at effective monitoring of utilization of resources is optimum and proper, and the control system monitors compliance of various applicable laws to the Company. The system comprises a well-defined organization structure, pre-identified authority levels and documented policy guidelines and manuals for delegation of authority.

SENTHIL INFOTEK LIMITED

The Audit Committee consists of three Directors which reviews the adequacy of internal controls. The Committee ensures total transparency and accountability. The committee conducts a periodical review of the Company's internal control systems. It also reviews the unaudited financials of the Company for every quarter and recommends the same to the Board of Directors for their adoption and approval.

The Company is also putting in place a globally appraised cost accounting system for achieving higher levels of cost control and economies of scale. The Company's internal control system keeps a continuous and regular check on the movable and immovable Assets of the Company in order to protect them from any loss or damage which may occur due to unauthorized access.

SHARE CAPITAL

During the year under review, there was no further issue of shares. The Paid-up capital of the Company is Rs. 5,05,00,000 as on 31st March, 2013.

SECURED LOANS

Secured Loans of the Company are NIL.

FIXED ASSETS

Fixed assets of the Company amount to Rs. 160.57 Lakhs.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company currently has adequate manpower and personnel to conduct the business without any complications.

The overall human and industrial relations have remained peaceful during the year and the Company is currently working on providing much better and comfortable working environment and training regimes to the employed personnel. The Company has good relations with its fellow Companies in the industry and it is using these relations to understand the market behaviour and current phenomenon to stay updated with competitors both in growth and adoption of new technologies for cost effective operations.

CAUTIONARY STATEMENT

Statements made in the Management Discussion and Analysis report which describes the Objectives, projections, estimates, approximations, predictions etc., may be considered to be forward looking statements and are stated as per the applicable laws and regulations. Actual results may defer from those expressed or speculated and are determined by many factors both domestic and global demand – supply conditions, processes, raw material availability, tax laws, government policies and other statutory obligations and implications which may affect the actual results which may be different from what the Directors envisaged in terms of future performance and outlook.

For and on behalf of the Board
SENTHIL INFOTEK LIMITED

Sd/-

C. PITCHANDI
Managing Director

Place: Secunderabad
Date: 29.05.2013

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance:

The Company believes that the management is the trustee of all investors' capital and is obligated to maximize shareholders value over the long term, while preserving the interests of all its stakeholders, such as employees, customers, business partners and the society at large. It is committed to high levels of ethics and integrity in all its business dealings. In order to conduct business with these principles, Senthil Infotek creates simple corporate structures based on business needs and maintains a high degree of transparency through regular disclosures and a focus on adequate control systems. The Company's Corporate Governance philosophy is woven around its total commitment to the ethical practices in the conduct of its business.

As part of the compliance of the revised Clause 49 of the Listing Agreement, the Company presents hereunder the required disclosures in the form of a Report for information of all the stakeholders.

Board of Directors:

Name	Designation	Category	No. of other Directorships	Attendance at Board Meetings	Attendance at Previous AGM
Chellamani Pitchandi	Managing Director	Executive Whole-time Director	2	7	Yes
Ankem Sreehari	Director	Non-Executive and Promoter Director	—	7	Yes
P. Seetha Lakshmi	Director	Non-Executive and Promoter Director	2	7	Yes
S. Senraj Muthaiah	Director	Non-Executive and Independent Director	—	7	No
Dittakavi Surekha	Director	Non-Executive and Independent Director	—	7	No
Sarada Dittakavi	Additional Director	Non-Executive and Independent Director	—	1	No

None of the above Directors are acting as a member in more than Ten Committees and as chairman in more than Five Committees across all Companies in which they are the Directors.

2. Board Meeting:

During the year 2012-13, the Board met seven times on the following dates 30th April, 2012, 31st July, 2012, 3rd September, 2012, 29th September, 2012, 31st October, 2012, 31st January, 2013 and 22nd February, 2013. The maximum

gap between any two meetings did not exceed four months.

3. Information Supplied to the Board:

Prior to the commencing of the meeting of Board or Committees, the Board members are given agenda papers and documents containing necessary information. The following agendas are regularly placed before the Board in addition to the regular business items:

- Quarterly and Half yearly results of the Company.
- Minutes of the Audit Committee,
- Investors' Grievance Committee meetings.
- Details of Agreements entered into by the Company.

4. Minutes of the Board Meeting:

The minutes of the Board meeting are prepared and approved and signed by the Chairman the next meeting.

Code of Ethics :

The Company has prescribed a code of ethics for its Directors and senior management personnel. A declaration by the Managing Director to the effect that all the Directors and the senior management personnel have complied with the Code of Ethics laid down for this purpose for the year 2012-13 is given below.

Declaration – Code of Conduct

This is to confirm that the Board of Directors has laid down a code of conduct for all Directors and senior management personnel of the Company. It is further confirmed that all the directors and senior management personnel of the Company have duly complied with the Company's Code of Conduct during the financial year 2012-13, as required under clause 49 of the Listing Agreement with the Stock Exchanges.

For SENTHIL INFOTEK LIMITED

Place: Secunderabad

Date: 29.05.2013

Board Committees:

The Company has committed to be transparent on all the matters by providing efficient and effective disclosures of the discussions made by the Board and their Committees on the relevant matters.

Further, the Board has delegated certain powers to some of the Committees of its members, and these Committees decide the matters referred and report to the Board by recommendations in the next Board meeting. The Company has constituted three Committees viz Audit Committee, Remuneration Committee and Investor's Grievances Committee.

Audit Committee:

Terms of Reference:

1. Oversight of the Company's financial reporting process and the disclosure of its

financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval and reviewing, with the management, the statement of uses / application of funds raised through an issue.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors.
12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the year 2012-13, six meetings were held as on 30th April, 2012, 31st July, 2012, 3rd September, 2012, 29th September, 2012, 31st October 2012 and 31st January 2013.

The following is the Composition of the Directors and their attendance at the Audit Committee Meeting held:

Name	Designation	Attendance
D. Surekha	Chairman	6
S Senraj Muthaiah	Member	6
A. Sreehari	Member	6

Remuneration Committee:

The Company's remuneration committee is vested with all the necessary powers and authority to ensure appropriate disclosure on the remuneration of the Managing Director (the only whole time director on the Board) and the management of the Company.

Since there was no remuneration paid to Directors and no major change in Staff salaries, there were NIL meetings of the Committee during the year under review. The following is the Composition of the Directors and their attendance at the Remuneration Committee Meeting held:

Name	Designation	Attendance
A. Sreehari	Chairman	Nil
S. Senraj Muthaiah	Member	Nil
P. Seetha Lakshmi	Member	Nil

Investors Grievances Committee:

The Investors Grievances Committee of Senthil Infotek Limited looks into redressing of shareholders complaints such as transfers, non-receipt of annual reports and also ensures expeditious share transfer process. Composition and Attendance Record

The members of the Investors Grievance Committee met three times in the year on 30th June, 2012, 29th September, 2012 and 1st March, 2013.

The composition of the Shareholders' / Investors Grievance Committee is as follows

Name	Designation	Attendance
S. Senraj Muthaiah	Chairman	3
A. Sree Hari	Member	3

In accordance with the Clause 49(IV) (G) (iv) of the Listing Agreement with the Stock Exchange, there are no grievances pending as on date and all the complaints received from the shareholders were resolved within the prescribed limit of time.

Details of Annual / Extra Ordinary General Meeting:

Locations and date of general meetings held in past 3 years:

YEAR	DATE	LOCATION	TIME
2009-2010	29.09.2010	157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad - 500026.	4.00 P.M.
2010-2011	30.09.2011	157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad - 500026.	4.00 P.M.
2011-2012	29.09.2012	157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad - 500026.	4.00 P.M.

Postal Ballot Resolutions:

For the financial year ended, no resolutions were placed for voting by Postal Ballot.

Disclosures:

1. No transaction of material nature has been entered into by the company with directors or management and their relatives etc that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.
2. There has been no filing towards compliance by the Company on the matters relating to capital markets, particularly listing agreement compliance.
3. The Company is in compliance with all the mandatory requirements and has fulfilled the non – mandatory requirements as prescribed in Annexure 1D of the revised Clause 49 of the Listing Agreement with Stock Exchanges.
4. The Company has adopted with the Code of Conduct applicable to all Directors, senior management and employees. The Declaration as required under Clause 49 is as below:

“All the Directors and Senior Management of the Company have affirmed compliance with the Company’s Code of Conduct for the financial year ended 31st March, 2013.”

For and on behalf of the Board
SENTHIL INFOTEK LIMITED

Sd/-
C. PITCHANDI
Managing Director

Place: Secunderabad
Date: 29.05.2013

CEO Certification: The Managing Director has given a certificate as contemplated in Clause 49 of the Listing Agreement as under:

CEO/CFO CERTIFICATION

To
The Board of Directors,
Senthil Infotek Limited

I have reviewed the financial statements, read with the cash flow statement of Senthil Infotek Limited for the year ended 31st March, 2013 and that to the best of our knowledge and belief, we state that:

- A. (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that may be misleading;
- (ii) These statements present a true and fair view of the company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee;
- (i) Significant changes, if any, in the internal control over financial reporting during the year.
- (ii) Significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes of the financial statements; and
- (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Board
SENTHIL INFOTEK LIMITED

Sd/-
C. PITCHANDI
Managing Director

Place: Secunderabad
Date: 29.05.2013

The Management Discussion and Analysis is provided elsewhere in this report.

I. Means of Communication

The financial results are published by the Company in prescribed format in Financial Express and Prajashakthi within 48 Hours of approval of the Board.

II. General Shareholder Information

1. 19th Annual General Meeting

Date and Time : 26th September, 2013 at 4.00 P.M.
 Venue : 157, Dhanalakshmi Society, Mahendra Hills,
 East Marredpally, Secunderabad -500026

2. Financial Calendar (2013-14) (Tentative):

The Financial year of the Company is 1st April to 31st March.

For the year ending 31st March, 2014 Quarterly Un-audited / Annual Audited results shall be announced as follows:

Financial reporting for	Proposed Date
Unaudited Results for the Quarter ending : 30 th June, 2013	On or before 15 th August, 2013
Unaudited Results for the Quarter ending: 30 th September, 2013	On or before 15 th November, 2013
Unaudited Results for the Quarter ending : 31 st December, 2013	On or before 15 th February, 2014
Unaudited Results for the quarter ended 31 st March, 2014	On or before 15 th May, 2014

3. Book Closure date : 24th September 2013 to 26th September 2013
4. Registered Office : 157, Dhanalakshmi Society, Mahendra Hills,
East Marredpally, Secunderabad -500026
5. Listing of Equity Shares : Bombay Stock Exchange Limited, Mumbai (BSE)
Madras Stock Exchange Limited, Chennai
6. Listing Fees : Listing fee has been paid to
Mumbai Stock Exchange till the year 2013-14
7. Stock Code : 531980
8. ISIN No. : INE564B01015
9. CIN Number : L72200AP1997PLC026943
10. Market Price Data : Since the Company shares started Trading in April
2013 after revocation from suspension, No stock
price data for the year is available.
11. Performance in comparison : Not Available

SENTHIL INFOTEK LIMITED

12. Registrar & Share Transfer Agents:
Venture Capital & Corporate Investment Ltd
12-10-167, Bharat Nagar Colony,
Hyderabad-500 018
Tel No.23818475, Fax No.23868024

13. Shareholding Pattern as at 31st March, 2013:

Category	No. of Shares Held	Percentage of Share holding
A. Shareholding of Promoter and Promoter Group		
1. Indian		
a. Individuals / HUF	1875000	37.13
b. Bodies Corporate	615000	12.18
Sub-total	2490000	49.31
2. Foreign	—	—
Total Shareholding of Promoter and Promoter Group (A)	2490000	49.31
B. Public Shareholding		
1. Institutions	—	—
2. Non-institutions	45316	0.90
a. Bodies Corporate		
b. Individuals		
● Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	1242530	24.60
● Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	1272154	25.19
Sub-total	2560000	50.69
Total Public Shareholding (B)	2560000	50.69
TOTAL (A + B)	5050000	100.00

14. Distribution of Shareholding as on 31st March, 2013:

Slab of Share holding	No. of Shareholders	% to Total Holding	Amount in Rs.	% to Total
Upto - 5000	846	65.23	3733130	7.39
5001 - 10000	152	11.72	1454840	2.88
10001 - 20000	172	13.26	3307560	6.55
20001 - 30000	13	1	329100	0.65
30001 - 40000	40	3.08	1572000	3.11
40001 - 50000	18	1.39	859430	1.70
50001 - 100000	17	1.31	1471900	2.91
100001 and above	39	3.01	37772040	74.80
TOTAL	1297	100	50500000	100

15. Share Transfer System:

Share transfers which are received in physical form are processed by the Registrar and Share Transfer Agents and the share certificates are returned after affecting the transfer, subject to the documents being valid and complete in all respects.

16. Dematerialization of Shares:

As on 31st March, 2013, Equity Shares of Rs.10/- each aggregating to 54.81% are being held with NSDL & CSDL in Demat form of the paid up capital & the rest aggregating to 45.19% are in physical form.

17. Outstanding Bonds/ Convertible Instruments - Nil

18. Works Location & Address for Correspondence:

157, Dhanalakshmi Society,
Mahendra Hills, East Marredpally,
Secunderabad -500026.

For and on behalf of the Board
SENTHIL INFOTEK LIMITED

Sd/-

C. PITCHANDI
Managing Director

Place: Secunderabad

Date: 29.05.2013

A. Auditors Certificate for Corporate Governance compliance – Enclosed elsewhere

B. Communication to share holders

The quarterly and annual results of the company's performance are generally published in The New Indian Express (English) and the Andhra Prabha (Regional Telugu daily).

C. Investor Grievance As already mentioned the Company has constituted an Investor's Grievance committee to redress shareholders complaints. The status on complaints is reported to the Board as an item on the agenda.

- D. Share Transfers: All share transfers are handled in-house by the Company
- E. Details of non-compliance:
 - 1. Your company has not been able to appoint a Company Secretary as a Secretarial Compliance Officer as the Company's finances are meager to afford the luxury of appointing a qualified Company Secretary and hopes to comply with this provision as soon as the financial position of the Company improves.
 - 2. Your company has not paid the listing fee to the Madras Stock Exchange for the last few years.

Auditor's Certificate on Corporate Governance

As required by Clause 49 of the Listing Agreement, the auditor's certificate is annexed hereto.

For and on behalf of the Board,

Secunderabad
29.05.2013

Sd/-
P. Seetha Lakshmi
Director

Sd/-
C. Pitchandi
Managing Director

Annexure to the Corporate Governance Report

Certificate from Auditors regarding Compliance of conditions of Corporate

To the Shareholders of Senthil Infotek Limited,

We have examined the compliance of conditions of Corporate Governance by Senthil Infotek Limited, for the year ended on 31 March, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us. We certify that the Company has complied with the conditions of corporate Governance, as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31 March 2013, no investor grievances are pending against the Company for a period exceeding one month as per records maintained by the Company which are presented to the Shareholders /Investor Grievance Committee.

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

For P. Srinivasan & Co.
Chartered Accountants

Secunderabad
29.05.2013

Sd/-
K. Ranganathan
Partner M.No. 10842

Particulars of Directors of other companies and Memberships of other committees of Directors who are to be (re)/appointed to the Board.

Name of Director	Other Directorships	Position	Other Committee Name of Committee	Memberships Position
Mr. A. Sree hari	Nil	Nil	Nil	Nil
Mr. S. Senraj Muthaiah	Nil	Nil	Nil	Nil
D. Sarada	Nil	Nil	Nil	Nil

General Share Holder Information

1. Annual General Meeting
 Date : 26th September 2013
 Venue : 157, Dhanalakshmi Society, Mahendra Hills,
 East Marredpally, Secunderabad-500 026
 Time : 16:00 hours
2. Financial Calendar
 Financial Year: 1st April 2012 to 31st March 2013
3. Book Closure
 The book closure period for fiscal 2012-13 is 24th September 2013 to 26th September 2013 , inclusive of both days.
4. Listing & Stock codes
 The Equity Shares of the Company are presently listed on The Bombay Stock Exchange, Mumbai, Phiroze Jeejeebhoy Towers. Dalal Street. Mumbai 400 001
 The Madras Stock Exchange, Stock exchange Building, Beach Line Road, Chennai.
1. Market Price data and comparison with broad based indices
 The shares of the company were not actively traded during the financial year under review and hence the monthly high and low are not available. The performance comparison with broad based indices is not provided for the same reason.

Distribution of shareholding by ownership, for the year ended March 31, 2013

Category	Number of shares held	% of holding
Promoters, Relatives & Associates	2490000	49.31
Sub-Total	2490000	49.31
Non-Resident Indians	—	—
Overseas Corporate Bodies	—	—
Sub-Total	—	—
Mutual Fund	—	—
Bodies Corporate	45316	0.90
Resident Individuals	2514684	49.79
Sub-Total	2560000	50.69
In Transit	—	—
Total	5050000	100.00

SENTHIL INFOTEK LIMITED

Dematerialization of shares. Liquidity and Registrars & Transfer Agents Your Company has dematerialized the promoters shares fully and partly the public shares.

Outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments and their impact on equity

Not applicable

Details of public funding obtained in the last three years

Not applicable

Address for Correspondence

All correspondence is to be addressed to your company's registered office at Senthil Infotek Limited, 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad-500 026

Number and nature of share holder complaints for the fiscal 2012-13

NIL

Auditors Report to the Shareholders

To

The members of Senthil Infotek Limited

We have audited the Balance Sheet of Senthil Infotek Limited as at 31 March 2013 and the statement of profit and loss for the year ended on that date annexured here to and the cash flow statement for the period ended on the date. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

1. As required by the Companies (Auditors Report) Order, 2003, issued by the Government of India in terms of Section 227(4A) of the Companies Act, 1956, We enclose in the annexure, a statement on the matter specified in paragraphs 4 and 5 of the said order Further to our comments referred to paragraph 1 above 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 purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.
 - c) The Balance Sheet, profit & loss account and cash flow statement dealt with by this report is in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, profit & loss account and cash flow statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3c) of Section 211 of the Act, 1956.

- e) Based on written representations received from the Directors, as on 31 March 2013 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 2013, from being appointed as a Director in terms clause (g) of sub-section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanation given to us. The annexed accounts read with the notes and Accounting Policies in Schedules give a true and fair view in conformity with accounting principles generally accepted in India
- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013.
 - ii) In the case of statement of profit & loss of the profit for the year ended on that date.
 - iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

For P. Srinivasan & Co.
Chartered Accountants

Sd/-

K. RANGANATHAN
Partner M.No. 10842

Secunderabad
29.05.2013

Annexure to Auditor's Report

1. There are no particulars to be specified regarding the fixed assets under items 4(i) and 4(ii) of the said order as the company has not acquired any major fixed assets during the Financial year
2. The company has not granted any loans, secured or un-secured to Companies, Firms or other parties listed in the register maintained under Section 301 & 370 (1-B) of the Companies Act. 1956.
3. The Company had not taken *any* loans, secured or un-secured from Companies, Firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 or from Companies under the same management as defined under Section 370 (1-B) of the Companies Act, 1956
4. Internal control procedure commensurate with the size of the company and the nature of its business for the purchase of raw material, equipment, spares, other assets and for sale of goods are not applicable.
5. There have been no transactions for purchase of goods, materials, services and sale of goods, materials and services attracting the provisions of Section 301 of the Companies Act, 1958.
6. The Company has not accepted any deposits from the public during the year under review within the purview of Section 58A and 58AA of the Companies Act. 1956 and the rules framed there under.
7. Internal audit system is not applicable.
8. The maintenance of cost records under 209(1) (d) of the Companies Act, are not applicable
9. Provisions of Provident Fund Act and the Employee's State Insurance Act are not applicable to the Company.
10. According to the information and explanation given to us and the books examined by us. there are no amounts outstanding as on date of the Balance Sheet in respect of undisputed income -Tax, Customs Duty. Sales Tax and Excise Duty, for a period of more than six months from the date they became payable.
11. Items No 4(a)(ix) to 4(a)(xxi) of the said orders are not applicable.

For P. Srinivasan & Co
Chartered Accountants

Sd/-
K. RANGANATHAN
Partner M.No 10842

Secunderabad
29.05.2013

Balance Sheet As at 31st March, 2013

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

(Rs. in Lakhs)

PARTICULARS	Notes	31 March 2013	31 March 2012
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2.1	505.00	505.00
Reserves and Surplus	2.2	81.53	81.17
Sub-Total : Shareholders' Funds		586.53	586.17
Current Liabilities			
Short - Term Provisions	2.3	0.90	1.23
Sub-Total : Current Liabilities		0.90	1.23
TOTAL EQUITY AND LIABILITIES		587.43	587.40
ASSETS			
Non-current Assets			
Fixed Assets	2.4	160.57	102.57
Long - term Loans & Advances	2.5	249.22	269.22
Sub-Total : Non - Current Assets		409.79	371.79
Current Assets			
Trade Receivables	2.6	19.01	9.94
Cash and Cash Equivalents	2.7	7.16	23.38
Short- term Loans and Advances	2.8	139.43	153.88
Other current Assets	2.9	12.04	28.41
Sub-Total : Current Assets		177.64	215.61
TOTAL-ASSETS		587.43	587.40
Summary of Significant Accounting Policies 1			
The accompanying notes are an integral part of the financial statements			

As per our report of even date
For **P. Srinivasan & Co.,**
Chartered Accountants
Firm Regn. No. 004055S

Sd/-
K. Ranganathan
Partner
Membership No.10842

Place: Secunderabad
Date : 29.05.2013

For SENTHIL INFOTEK LIMITED

Sd/-
C. Pitchandi
Managing Director

Sd/-
P. Seetha Lakshmi
Director

SENTHIL INFOTEK LIMITED

Statement of Profit & Loss for the year ended 31st March, 2013

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

(Rs. in Lakhs)

PARTICULARS	Notes	31 March 2013	31 March 2012
REVENUE			
Revenue from Operations (Net)	2.10	19.16	9.94
Other Income	2.11	0.76	1.64
Total Revenue		19.92	11.58
EXPENSES			
Employee Benefit expenses	2.12	2.60	2.60
Other expenses	2.13	16.79	6.52
Finance costs	2.14	—	0.01
Total expenses		19.39	9.13
Profit/(Loss) before tax		0.53	2.45
Tax expense:			
Current tax		0.17	0.74
Total of tax expenses		0.17	0.74
Profit for the period		0.36	1.71
Summary of Significant Accounting Policies	1		
The accompanying notes are an integral part of the financial statements			

As per our report of even date
For **P. Srinivasan & Co.,**
Chartered Accountants
Firm Regn. No. 004055S

Sd/-
K. Ranganathan
Partner
Membership No.10842

Place: Secunderabad
Date : 29.05.2013

For SENTHIL INFOTEK LIMITED

Sd/-
C. Pitchandi
Managing Director

Sd/-
P. Seetha Lakshmi
Director

Cash Flow Statement for the ended 31st March, 2013

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

(Rs. in Lakhs)

	31-03-2013	30-03-2012	
A Cash flow from Operating Activities			
Profit before tax	0.53		2.45
Cash generated from Operations	0.53		2.45
Less: Expenses			
Income Tax paid / payable	0.17	0.74	0.74
Operating Profit before Working Capital changes	0.36		1.71
Movement of Working Capital			
Decrease/(Increase) in Other Current Assets	21.75	2.12	—
Decrease/(Increase) in Other Current Liabilities	(0.33)	(1.88)	
Decrease/(Increase) in Other Current Assets	20.00	(9.92)	(9.68)
Net Movement of Working Capital	41.78		(7.97)
Net Cash generated from Operations	41.78		(7.97)
B Cash Flow from Investing Activities			
Purchase of Fixed Assets / Additions	58.00		—
Net cash used in Investing Activities	16.22		—
Net increase in cash and cash equivalent	—		(7.97)
Cash and Cash equivalent at the beginning of the year	23.38		31.35
Cash and Cash equivalent at the end of the year	7.16		23.38

As per our report of even date
For **P. Srinivasan & Co.**,
Chartered Accountants
Firm Regn. No. 004055S

Sd/-
K. Ranganathan
Partner
Membership No.10842

Place: Secunderabad
Date : 29.05.2013

For SENTHIL INFOTEK LIMITED

Sd/-
C. Pitchandi
Managing Director

Sd/-
P. Seetha Lakshmi
Director

SENTHIL INFOTEK LIMITED

SENTHIL INFOTEK LIMITED

All amounts in Rupees lacs, except share data and unless otherwise stated

Notes : 1

Significant Accounting Policies

- Financial Statements are prepared under the historical cost convention and in accordance with normally accepted accounting standards.
- Fixed assets are at cost. Depreciation has not been provided on fixed assets since the company has not yet started commercial production on the floriculture project.
- Preliminary expenses will be amortized over a period of 10 years from the date of commencement of commercial production.

2. Notes to Financial Statements for the year ended 31 March 2013

	As at Mar'31, 2013	As at Mar' 31,2012
2.1 SHARE CAPITAL		
Authorized		
60,00,000 (31 March 2011: 60,00,000) Equity shares of Rs.10 each	600.00	600.00
Total	600.00	600.00
Issued, Subscribed & Paid-up		
50,50,000 (31 March 2011: 50,50,000) Equity shares of Rs.10 each	505.00	505.00
Total	505.00	505.00
2.2 RESERVES AND SURPLUS		
Profit & Loss Account		
Balance as per the last Financial statement	81.17	79.46
Add : Profit & Loss Account	0.36	1.71
Closing balance	81.53	81.17
Total	81.53	81.17
2.3 SHORT TERM PROVISIONS		
Provision for Income Tax	0.90	0.73
Sundry Creditors	—	0.50
Total	0.90	1.23

SENTHIL INFOTEK LIMITED

All amounts in Rupees lacs, except share data and unless otherwise stated

2.4 FIXED ASSETS (TANGIBLE)

Particulars	Land	Furniture	Office Equipment	Total
Cost				
At 31st April, 2011	90.00	6.60	5.97	102.57
Additions Disposals				
At 31st March, 2012	90.00	6.60	5.97	102.57
Additions	58.00	—	—	58.00
Disposals	—	—	—	—
At 31st March, 2013	148.00	6.60	5.97	160.57
Depreciation at 31.03.2011	—	—	—	—
Charge for the year	—	—	—	—
Disposals	—	—	—	—
At 31st March, 2012	—	—	—	—
Charge for the year	—	—	—	—
Disposals	—	—	—	—
At 31st March, 2013	—	—	—	—
Net Block				
At 31st March, 2012	90.00	6.60	5.97	102.57
At 31st March, 2013	148.00	6.60	5.97	160.57

2.5 LONG-TERM LOANS & ADVANCES

Particulars	31 March 2013	31 March 2012	31 March 2013	31 March 2012
	Non-current portion		Current Maturities	
Capital Advances				
Advance for Expenses	249.22	267.68	—	249.22
Other Loans & Advances				
Rent Deposit	—	1.42	—	—
Telephone Deposit	—	0.06	—	—
Other Advances	—	0.00	—	—
Advance for expenses	—	0.06	—	—
Total of Loans & Advances	—	269.22	—	—
Total	249.22	269.22	—	249.22

2.6 TRADE RECEIVABLES

Particulars	31 March 2013	31 March 2012
Debtors outstanding for a period exceeding six months		
Unsecured, considered good	19.01	9.94
Total	19.01	9.94
Total Trade Receivables	19.01	9.94

2.7 CASH & CASH EQUIVALENTS

Particulars	31 March 2013	31 March 2012	31 March 2013	31 March 2012
	Non-current		Current	
Cash in Hand	—	—	1.00	1.56
Cash at Banks	—	—	6.16	0.69
Deposits with Banks	—	—	—	21.13
Total	—	—	7.16	23.38

2.8 SHORT TERM LOANS AND ADVANCES

Particulars	31 March 2013	31 March 2012	31 March 2013	31 March 2012
	Non-current		Current	
Advances to Others	—	—	139.43	153.88
Total	—	—	139.43	153.88

2.9 OTHER CURRENT ASSETS

Particulars	31 March 2013	31 March 2012	31 March 2013	31 March 2012
	Non-current		Current	
Other Current Assets (Investments)	—	—	—	14.55
Interest Accrued	—	—	—	1.82
Miscellaneous Expenditure	—	—	10.89	10.89
TDS Receivable	—	—	1.15	1.15
Total	—	—	12.04	28.41

2.10 REVENUE FROM OPERATIONS

Particulars	31 March 2013	31 March 2012
Operating Income	19.16	9.94
Total	19.16	9.94

2.11 OTHER INCOME

Particulars	31 March 2013	31 March 2012
Interest Income	0.76	1.64
Total	0.76	1.64

2.12 EMPLOYEE BENEFIT EXPENSES

Particulars	31 March 2013	31 March 2012
Salaries	2.60	2.60
Total	2.60	2.60

2.13 OTHER EXPENSES

Particulars	31 March 2013	31 March 2012
Electricity Charges	0.18	0.17
Listing Fees / BSE Payments	11.58	0.44
Telephone Charges	0.22	0.24
Site expenses	0.18	1.03
Registrar Expenses & Prof.	1.50	1.77
Payments to auditors	0.50	0.50
Professional Charges	0.64	0.28
Printing & Stationary	0.04	0.04
Rent Paid	1.20	1.20
Vehicle Maintenance	0.60	0.54
General Expenses	0.15	0.29
FBT	—	0.02
Total	16.79	6.52

2.14 FINANCE COST

Particulars	31 March 2013	31 March 2012
Bank charges	—	0.01
Total Finance Cost	—	0.01

2.15 Miscellaneous expenditure not being written off due to paucity of profit.

As per our report of even date
For **P. Srinivasan & Co.**,
Chartered Accountants
Firm Regn. No. 004055S

Sd/-
K. Ranganathan
Partner
Membership No.10842

Place: Secunderabad
Date : 29.05.2013

For SENTHIL INFOTEK LIMITED

Sd/-
C. Pitchandi
Managing Director

Sd/-
P. Seetha Lakshmi
Director

SENTHIL INFOTEK LIMITED

157, Dhanalakshmi Society, Mahendra Hills, East Marredpally,
Secunderabad - 500 026.

PROXY FORM

I/We _____ of _____

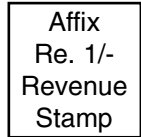
In the District of _____ being a member/members of the above named company, hereby appoint Mr/Mrs/Ms _____ in the District of _____ as my/our proxy to attend and vote for me /us on my/ our behalf at the 19th Annual General Meeting of the Company to be held on 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad - 500 026. on Thursday the 26th day of September, 2013 at 4.00 P.M. and at any adjournment thereof.

Signed this _____ day of _____ 2013

Address _____

Folio No. / Client ID _____

No. of Shares held : _____



Note: The proxy form duly signed completed must be signed deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.

SENTHIL INFOTEK LIMITED

157, Dhanalakshmi Society, Mahendra Hills, East Marredpally,
Secunderabad - 500 026.

ATTENDANCE SLIP

I hereby record my presence at the 19th Annual General Meeting of the Company to be held at 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad - 500 026. on Thursday the 26th day of September, 2013 at 4.00 p.m. at any adjournment thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In Block Letters)

Folio No. / Client ID _____ No. of Shareheld _____

Note: Shareholder attend 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.

SENTHIL INFOTEK LIMITED

PRINTER MATTER
BOOK - POST

If undelivered please return to :

SENTHIL INFOTEK LIMITED

157, Dhanalakshmi Society, Mahendra Hills,
East Marredpally, Secunderabad - 500 026.