

**22nd  
ANNUAL  
REPORT  
2015-2016**



**SENTHIL INFOTEK LIMITED**

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

Ph: 040-27731375 [www.senthilinfo.com](http://www.senthilinfo.com)

CIN No.: L72200TG1997PLC026943

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## CORPORATE INFORMATION

### Board of Directors:

- A. Sree Hari - Chairman
- C. Pitchandi - Managing Director
- S. Senraj Muthaiah (upto 20.06.2016)
- P. Seetha Lakshmi
- D. Surekha
- D. Sarada

### Committees of the Board

#### Audit Committee

- D. Surekha - (Chairperson)
- A. Sree Hari
- Sarada Dittakavi

#### Investor Grievance Committee

- Seethalakshmi Pitchandi - (Chairperson)
- A. Sree Hari
- C. Pitchandi

#### Remuneration Committee

- A. Sree Hari - (Chairman)
- D. Sarada
- P. Seetha Lakshmi

#### Auditor

##### **P. Srinivasan & Co.**

Chartered Accountants

H.No. 12-13-422, Street No. 1,

Tarnaka, Sec'bad - 500017. Telangana State.

#### Registered Office & Corporate Office

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

# SENTHIL INFOTEK LIMITED

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## NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of M/s **SENTHIL INFOTEK LIMITED** will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 4:00 PM at the Registered Office of the Company at 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad -500026, Telangana, to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2016, the Audited Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the reports of the Directors and Auditors thereon.

For this purpose, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Balance Sheet of the Company as on 31st March, 2016, the audited Statement of Profit & Loss A/c and Cash Flow Statement for the year ended 31st March, 2016, together with the schedules and notes on accounts attached thereto, along with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted”.

2. To appoint a director in place of Smt. Seetha Lakshmi Pitchandi who retires by rotation and being eligible offers herself for reappointment.
3. To ratify the appointment of M/s. P. Srinivasan & Co. (Firm Reg. No. 004055S), Chartered Accountants as statutory Auditors of the Company and for this purpose, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 framed there under and resolution passed by the members in their Twentieth Annual General Meeting held on 29<sup>th</sup> September, 2014 for a period of Three years, the appointment of M/s P. Srinivasan & Co., Chartered Accountants (Firm Registration No. 004055S), as statutory auditors of the Company to hold office till the conclusion of the Twenty Third Annual General Meeting to be held in the Calendar year 2017, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to statutory auditors for the financial year ending on 31<sup>st</sup> March, 2017.”

**By behalf of the Board**

**Dated: 26.08.2016**  
**Place: 157, Dhanalakshmi Society**  
**Mahendra Hills, East Marredpally**  
**Secunderabad -500026**

**Sd/-**  
**(Chellamani Pitchandi)**  
**Managing Director**  
**DIN: 01256061**

# SENTHIL INFOTEK LIMITED

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## NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy / proxies to attend and vote on a poll instead of himself / herself and such proxy / proxies need not be a member of the company. The instrument of proxy / proxies, in order to be effective must be deposited at the registered office of the company, duly completed and signed, not less than forty eight hours before the commencement of the meeting. A proxy form in MGT-11 is enclosed with this notice.
2. A person can act as proxy on behalf of members not exceeding fifty 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 and such person shall not act as proxy for any other person or shareholder.
3. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on 26<sup>th</sup> August, 2016.
4. The copy of annual report, notice of 22<sup>nd</sup> Annual General Meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email ids with the Company / depository participant (DPs) / Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice of 22<sup>nd</sup> Annual General Meeting, Annual Report, notice of e-voting etc. at their registered address through postal / courier mode.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the abridged / full version of the Annual Report may send their request to the Company at its registered office address or to the RTA, M/s Venture Capital & Corporate Investments Private Limited, 12-10-167, Bharat Nagar Colony, Hyderabad- 500018, Telangana.

5. The full version of the Annual Report will also be available under the Investor Relations section on the website of the Company [www.senthilinfo.com](http://www.senthilinfo.com).
6. The Register of Members and Share Transfer Books of the Company will remain closed from **24<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive)**, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of AGM.
7. The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will, not exceeding three days of conclusion of the Meeting, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The results declared shall be available on the website of the Company ([www.senthilinfo.com](http://www.senthilinfo.com)) and on the website of the CDSL (e-voting).
8. The results shall simultaneously be communicated to the Stock Exchange(s) where the shares of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
9. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement are open for inspection at the Registered office of

the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the meeting.

10. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.

## **Evoting Facility:**

11. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
12. Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM, in terms of provisions of Section 107 of the Companies Act, 2013. The facility for Poll / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
13. **The instructions for shareholders voting electronically are as under:**
  - (i) The voting period begins on 27<sup>th</sup> September, 2016 by 10:00 a.m. and ends on 29<sup>th</sup> September, 2016 by 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 (record date) of 23<sup>rd</sup> September, 2016 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](http://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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| 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"> <li>• 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.</li> <li>• 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.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB)                      | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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).</li> </ul>   |

- (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 <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the

image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **BRIEF PROFILE OF RETIRING DIRECTOR:**

Smt. Seetha Lakshmi Pitchandi is aged about 69 years. She has an experience of 25 years as an academican thereby acquired management skill which are beneficial to the Company.

## **INSTRUCTION ON E-VOTING FACILITY:**

- a) The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
- b) The Company has engaged the services of CDSL as the Agency to provide e-voting facility.
- c) The e-voting Event number, User Id and Password along with the detailed instructions for evoting are provided in the notice of e-voting, being sent along with the notice of AGM.
- d) The Board has appointed Shri. Ajay S Shrivastava, Practicing Company Secretary, Hyderabad (C.P. No. 3479) as Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- e) The remote e-voting facility will be available during the following period:



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Commencement of remote e-voting : From 10:00 a.m. (IST) on 27th September 2016;

End of remote e-voting :Upto 5:00 p.m. (IST) on 29th September 2016.

- f) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September 2016 shall only be entitled to avail the facility of remote e-voting / physical voting.
  
- g) Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 23rd September, 2016 may obtain the User Id and password in the manner as mentioned below:
  - 1. Through e-mail: [senthilinfoteklimited@yahoo.com](mailto:senthilinfoteklimited@yahoo.com)
  - 2. Through our share transfer agent.

# SENTHIL INFOTEK LIMITED

## DIRECTOR'S REPORT

To

The Members,

M/s SENTHIL INFOTEK LIMITED

157, Dhana Lakshmi Society, Mahendra Hills,  
East Maredpally, Secunderabad – 500026, Telangana

### 1. INTRODUCTION:

The Directors have pleasure in presenting their 22<sup>nd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31<sup>st</sup> March, 2016.

### 2. FINANCIAL HIGHLIGHTS:

During the year under review, performance of your company as under:

(Rs. In Lakhs)

| Particulars                         | 2015-2016 | 2014-2015 |
|-------------------------------------|-----------|-----------|
| Total Revenue                       | 8.81      | 8.07      |
| Total Expenses                      | 8.32      | 7.52      |
| Gross Profit                        | 0.49      | 0.55      |
| Provision for Depreciation          | --        | --        |
| Net Profit Before Tax               | 0.49      | 0.55      |
| Provision for Tax                   | 0.15      | 0.18      |
| Net Profit After Tax                | 0.34      | 0.37      |
| Balance of Profit brought forward   | 82.31     | 81.94     |
| Balance available for appropriation | 82.65     | 82.31     |
| Proposed Dividend on Equity Shares  | --        | --        |
| Tax on Proposed Dividend            | --        | --        |
| Transfer to General Reserve         | --        | --        |
| Surplus carried to Balance Sheet    | 82.65     | 82.31     |

**3. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:**

During the period under review, the turnover of the Company has increased to Rs. 8.80 Lakhs as against that of the previous year of Rs. 8.07 Lakhs. The financial statements depict decrease in profits to Rs. 0.34 lakhs for the current year as against the profit of Rs. 0.37 Lakhs for the previous year mainly due to the increase in expenses of the Company.

In spite of Increasing competition in the Information Technology sector, changing customer preferences and uncertainty in political decisions, the Company is making efforts for creating an increasingly receptive market in the present IT Sector. The current driving motto of the Company is to transform their operation and business undertakings in the most productive manner and earn returns.

Your Directors are optimistic about better performance with increased revenue on projects undertaken and reap profits in the coming years.

**4. ANNUAL RETURN:**

The extracts of the Annual Return pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form No. MGT - 9 is enclosed herewith in Annexure I.

**5. CHANGE IN NATURE OF BUSINESS, IF ANY:**

There is no change in the nature of business of the Company during the year.

**6. DIVIDEND:**

During the period under review, the Company has not been able to earn enough profits so as to reward the shareholders. Therefore, your directors do not recommend any dividend for the year under review.

**7. AMOUNT TRANSFERRED TO RESERVES:**

No transfer to reserves is proposed due to inadequacy of profits and accordingly the entire balance available in profit and loss account is retained in it.

**8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**9. SHARE CAPITAL:**

The Authorised Share Capital of your Company is Rs. 6,00,00,000 and the Paid up Share Capital of your Company is Rs. 5,05,00,000 During the Financial Year 2015-16, there has been no change in the share capital of the Company during the period under review.

**10. PUBLIC DEPOSITS:**

The Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

**11. SUBSIDIARIES, HOLDING COMPANY, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Holding, Joint venture or Associate Company.

**12. DIRECTORS:**

Your Board consistsof 6 Directors including 3 Independent Non-executive Directors during the financial year. Thereafter, Mr. SenrajMuthiahSennavanadi, resigned from the directorship of the Company w.e.f. 20th June, 2016.

# SENTHIL INFOTEK LIMITED

Further, the declaration from all the independent Directors have been obtained both at the time of appointment and at the first Board meeting of the financial year annually.

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Seetha Lakshmi Pitchandi is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

## A. BOARD MEETINGS:

| S.L No. of Board Meeting for the year 2015-16 | Date of Board meeting | Chairperson        |
|---|-----------------------|--------------------|
| 1.  | 27.05.2015            | Mr. Sreehari Ankem |
| 2.  | 11.08.2015            | Mr. Sreehari Ankem |
| 3.  | 26.08.2015            | Mr. Sreehari Ankem |
| 4.  | 13.11.2015            | Mr. Sreehari Ankem |
| 5.  | 12.02.2016            | Mr. Sreehari Ankem |

## INDEPENDENT DIRECTORS AND THEIR MEETINGS:

Your Company has 3 Independent Directors comprises of; Mr. Sreehari Ankem, Mrs. Dittakavi Surekha and Mrs. Sarada Dittakavi. The meeting of Independent Directors of the Company was held on 12th February, 2016 during the year pursuant to the provisions of Schedule IV of the Companies Act, 2013 in which the following matters were considered:

- i. Review of the performance of all the non-independent directors and the Board as a whole;
- ii. Review of the performance of the Chairperson of the Company, taking into accounts the views of executive directors and non-executive directors;
- iii. Assess of 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 policy containing terms and conditions for appointment of independent directors is enclosed herewith as Annexure II.

## C. KEY MANAGERIAL PERSONNEL (KMPs):

Your Company has not appointed Company Secretary and Chief Financial Officer (KMPs) as required under Section 203 of the Companies Act, 2013 due to meagre business revenues.

## D. EVALUATION OF BOARD AND COMMITTEES:

Pursuant to the provisions of Companies Act, 2013 and Corporate Governance requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors (Board) has to carry out an annual evaluation of its own performance and that of its Committees and independent Directors.

In this regard, the Company has devised a policy on evaluation of performance of the Board, Committees and Independent Directors and on terms and conditions for appointment of the Independent Directors.

According to the policy, the performance of the Board and individual Directors is evaluated by the Board seeking inputs from all the Directors and the performance of the Committees is evaluated by the Board, seeking inputs from the Committee members.

The said policy on evaluation of performance of the board, its committees and independent directors, has been annexed with this report as Annexure III.

### **13. DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit/loss of the Company for that period;
- c) The directors had 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 had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the company and that 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.

### **14. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has internal financial controls which are adequate and were operating effectively. The controls are adequate for ensuring the orderly & efficient conduct of the business, including adherence to the company's policies, the safe guarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information.

### **15. STATUTORY AUDITORS:**

Pursuant to the resolution passed by the members in their 20th Annual General Meeting held on 29th September, 2014, the appointment M/s P. Srinivasan & Co., Chartered Accountants, the statutory Auditors of the Company to hold the office till the conclusion of the 23rd Annual General meeting of the Company to be held in the calendar year 2017, is subject to ratification by members at every Annual General Meeting. Hence, the Board recommends for ratification of their appointment for the current financial year.

**16. SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Shri. Ajay. S. Shrivastava, Practicing Company Secretary, Hyderabad to undertake the Secretarial Audit and issue the Secretarial Audit Report of the Company.

The Secretarial Audit Report issued by Shri Ajay. S. Shrivastava has been taken on record by the Board and is annexed hereto.

**17. EXPLANATION TO THE QUALIFICATIONS/RESERVATIONS /ADVERSE REMARKS IF ANY, MADE BY STATUTORY AUDITORS AND SECRETARIAL AUDITORS IN THEIR REPORT:**

The qualifications made in Statutory Audit Report or Secretarial Audit Report are clarified hereunder:

Comment: The Company has not appointed the Chief Financial Officer and Company Secretary (KMPs) as required under Section 203 of the Act.

Explanation: Due to the meagre size of operations, no qualified professional agrees to join for employment with the Company. Appointments shall be made upon improvement of business prospects.

**18. MANAGERIAL REMUNERATION:**

The details of Remuneration paid to the Directors, KMP's and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Form MGT-9 forming part of the Directors Report and Corporate Governance Report, and the same are NIL.

**19. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:**

During the period under review, there has been no significant and material orders passed by any regulators or courts or tribunal.

**20. PARTICULARS OF EMPLOYEES:**

There are no employees drawing remuneration as prescribed under Section 197 of the Companies Act, 2013. Hence the details are NIL.

**21. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:**

The Company has an effective and adequate Risk Management Policy which is capable of identifying various types of risks associated with the business, its assessment, risk handling, monitoring and reporting. In the opinion of the management, the following risks are involved in the business-

- a. Increasing competition in the Information Technology sector.
- b. Changing customer preferences and uncertainty in political decisions.
- c. Fund raising, managing and planning of monetary resources and loans.

## **22. ESTABLISHMENT OF VIGIL MECHANISM:**

Your Company has laid down Whistle Blower Policy covering Vigil Mechanism with protective Clauses for the Whistle Blowers as per Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Whistle Blower Policy is made available on the website of the Company [www.senthilinfo.com](http://www.senthilinfo.com).

## **23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

There are no such related party transactions as per Section 188(1) of the Companies Act, 2013 during the financial year under review.

However, the Company has devised a policy on related party transactions and the same has been enclosed as Annexure IV.

## **24. CORPORATE SOCIAL RESPONSIBILITY:**

Since during the financial year under review, the Company's performance does not attract the provisions set under Section 135 of the Companies Act, 2013 read with rules made thereunder, hence, the compliances to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, are not required.

## **25. CORPORATE GOVERNANCE CERTIFICATE:**

Your Company has been constantly reassessing and benchmarking itself with well-established Corporate Governance practices besides strictly complying with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Companies Act, 2013.

Your Board has in accordance with the requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has adopted new policies and amended existing policies such as policy on Related Party Transactions, Code of Conduct for Directors and Senior Management and Vigil Mechanism. These policies are available on the website of the Company and can be viewed on [www.senthilinfo.com](http://www.senthilinfo.com).

## **26. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR RULES:**

In compliance with the requirements of Section 178 of the Companies Act, 2013, the Nomination & remuneration Committee of your Board had fixed various criteria for nominating a person on the Board which inter alia include desired size and composition of the Board, age limits, qualification/experience, areas of expertise and independence of individual. Your Company is not paying remuneration to any director.

## **27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

There were no loans given, guarantees provided by the company under Section 186 of the Companies Act, 2013 during the financial year under review.

# SENTHIL INFOTEK LIMITED

## 28. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 are as follows:

### CONSERVATION OF ENERGY:

|   |  |   |
|---|--|---|
| 1 | the steps taken or impact on conservation of energy                      | Your Company, being a service provider, requires minimal energy consumption and every endeavor is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible |
| 2 | the steps taken by the company for utilizing alternate sources of energy |   |
| 3 | the capital investment on energy conservation equipment's                |   |

### TECHNOLOGY ABSORPTION:

|    |  |   |
|----|--|---|
| 1. | The efforts made towards technology absorption   | Since the Company is not engaged in any manufacturing, the information in connection with technology absorption is Nil. |
| 2. | The benefits derived like product improvement, cost reduction, product development or import substitution  |   |
| 3. | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-<br>- the details of technology imported the year of import;<br>- whether the technology been fully absorbed<br>- if not fully absorbed, areas where absorption has not taken place, and the reasons thereof |   |
| 4. | The expenditure incurred on Research and Development   |   |



# SENTHIL INFOTEK LIMITED

## FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars of foreign currency earnings and outgo during the financial year are NIL.

## 30. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE:

The Board has constituted the Audit Committee. The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## MEETINGS OF THE AUDIT COMMITTEE:

| S.L No. of Board Meeting for the year 2015-16 | Date of Board meeting | Chairperson           |
|---|-----------------------|-----------------------|
| 1.  | 27.05.2015            | Smt. DittakaviSurekha |
| 2.  | 11.08.2015            | Smt. DittakaviSurekha |
| 3.  | 26.08.2015            | Smt. DittakaviSurekha |
| 4.  | 13.11.2015            | Smt. DittakaviSurekha |
| 5.  | 12.02.2016            | Smt. DittakaviSurekha |

## 31. SHARE CAPITAL:

The Authorised Share Capital of your Company is Rs. 6,00,00,000 divided into 60,00,000 equity Shares of Rs. 10/- each and the Paid up Capital is Rs. 5,05,00,000/- divided into 50,50,000 equity Shares of Rs. 10/- each.

During the year under review, there is no change in the Share Capital of the Company.

- a. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:

The company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (share capital and debentures) Rules, 2014.

- b. Issue of Sweat Equity Shares:

The Company has not issued any sweat equity share during the financial year in accordance with the provisions of Section 54 of Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014.

- c. Issue Of Equity Shares With Differential Rights:

The Company has not issued any equity shares with differential voting rights during the financial year as per Rule 4(4) of Companies (Share capital and debentures) Rules, 2014.

- d. Issue of Employee Stock Option:

The company has not issued any employee stock option during the financial year as per Rule 12 of Companies (share capital and debentures) Rules, 2014.

## 32. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continues support extended to your Companies activities during the year under review. Your Directors also acknowledge gratefully the Shareholders for their support and confidence reposed on the Company.

**By behalf of the Board**

**Dated: 26.08.2016**  
**Place: 157,Dhanalakshmi Society**  
**Mahendra Hills, East Marredpally**  
**Secunderabad -500026**

**Sd/-**  
**(Chellamani Pitchandi)**  
**Managing Director**  
**DIN: 01256061**

# SENTHIL INFOTEK LIMITED

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## List of Annexures:

| <b>Sl. No.</b> | <b>Particulars</b>  | <b>Annexure</b> |
|----------------|---|-----------------|
| 1.             | Extract of Annual Return (Form MGT-9)   | I               |
| 2.             | Terms and Conditions of Appointment of Independent Directors                            | II              |
| 3.             | Evaluation of Performance of the Board, its Committees and Independent Directors Policy | III             |
| 4.             | Policy on Related Party Transactions  | IV              |

# SENTHIL INFOTEK LIMITED

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**OF SENTHIL INFOTEK LIMITED**

as on the financial year ended on 31.03.2016  
[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   | L72200TG1997PLC026943  |
| ii)  | Registration Date   | 23/04/1997   |
| iii) | Name of the Company   | SENTHIL INFOTEK LIMITED  |
| iv)  | Category / Sub-Category of the Company                                    | Limited by Shares  |
| v)   | Address of the Registered office and contact details                      | 157, Dhana Lakshmi Society Mahendra Hills, East Mared Pally, Secunderabad – 500026, Telangana  |
| vi)  | Whether listed company  | Yes  |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | VENTURE CAPITAL AND CORPORATE INVESTMENTS PVT LTD<br>12-10-167, Bharatnagar, Hyderabad – 500018<br>Ph. No: 040 - 23818475, 23818476<br>Fax No: 040- 23868024 |

## 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/ services | % to Total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1.      | Other information technology and computer service activities | 6209                              | 100                                |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| S.No | Name And Address Of The Company | CIN/GIN | Holding/Subsidiary/ Associate | % Of Shares Held | Applicable Section |
|------|---------------------------------|---------|-------------------------------|------------------|--------------------|
| 1.   | N.A.                            | N.A.    | N.A.                          | N.A.             | N.A.               |

# SENTHIL INFOTEK LIMITED

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

### (i) Category-wise Share Holding

| 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 |
|--------------------------------|---|---------------------|------------------------------------|------------------|---|--------------------|------------------------------------|------------------|--------------------------|
|                                | No of Share holder                              | Total No. of Shares | Shares Held in Dematerialised Form | % of Shares Held | No of Share holder                        | Total No of Shares | Shares Held in Dematerialised Form | % of Shares Held |                          |
| <b>A. Promoters (1) Indian</b> |   |                     |                                    |                  |   |                    |                                    |                  |                          |
| (a) Individual/HUF             | 5   | 1875000             | 1875000                            | 37.13            | 5   | 1875000            | 1875000                            | 37.13            | Nil                      |
| (b) Central Govt               | 0   | 0                   | 0                                  | 0                | 0   | 0                  | 0                                  | 0                |                          |
| (c) State Govt(s)              | 0   | 0                   | 0                                  | 0                | 0   | 0                  | 0                                  | 0                |                          |
| (d) Bodies Corp.               | 1   | 615000              | 615000                             | 12.17            | 1   | 867000             | 615000                             | 17.17            | 40.98                    |
| (e) Banks/FI                   | 0   | 0                   | 0                                  | 0                | 0   | 0                  | 0                                  | 0                |                          |
| (f) Any Other....              | 0   | 0                   | 0                                  | 0                | 0   | 0                  | 0                                  | 0                |                          |
| <b>Sub-total (A) (1):-</b>     | <b>6</b>  | <b>2490000</b>      | <b>2490000</b>                     | <b>49.30</b>     | <b>6</b>                                  | <b>2742000</b>     | <b>2490000</b>                     | <b>54.30</b>     |                          |
| (2) Foreign                    | 0   | 0                   | 0                                  | 0                | 0   | 0                  | 0                                  | 0                |                          |
| (a) NRIs - Individuals         | 0   | 0                   | 0                                  | 0                | 0   | 0                  | 0                                  | 0                |                          |

# SENTHIL INFOTEK LIMITED

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|   |          |                |                |              |          |                |                |              |  |
|---|----------|----------------|----------------|--------------|----------|----------------|----------------|--------------|--|
| (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            |  |
| <b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b> | <b>6</b> | <b>2490000</b> | <b>2490000</b> | <b>49.30</b> | <b>6</b> | <b>2742000</b> | <b>2490000</b> | <b>54.30</b> |  |
| B. Public Shareholding                                    |          |                |                |              |          |                |                |              |  |
| 1. Institutions   |          |                |                |              |          |                |                |              |  |
| (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 Funds                         | 0        | 0              | 0              | 0            | 0        | 0              | 0              | 0            |  |
| (i) Others (specify)                                      | 0        | 0              | 0              | 0            | 0        | 0              | 0              | 0            |  |
| <b>Sub-total (B)(1):-</b>                                 | <b>0</b> | <b>0</b>       | <b>0</b>       | <b>0</b>     | <b>0</b> | <b>0</b>       | <b>0</b>       | <b>0</b>     |  |
| 2. Non  | 20       | 41246          | 37346          | 0.82         | 19       | 40911          | 37011          | 0.81         |  |

# SENTHIL INFOTEK LIMITED

|  |             |                |                |              |             |                |                |              |           |
|--|-------------|----------------|----------------|--------------|-------------|----------------|----------------|--------------|-----------|
| Institutions<br>a) Bodies<br>Corp.   |             |                |                |              |             |                |                |              |           |
| i) Indian  | 0           | 0              | 0              | 0            | 0           | 0              | 0              | 0            |           |
| ii)<br>Overseas  | 0           | 0              | 0              | 0            | 0           | 0              | 0              | 0            |           |
| b)<br>Individuals  | 0           | 0              | 0              | 0            | 0           | 0              | 0              | 0            |           |
| i)<br>Individual<br>sharehold<br>ers<br>holding<br>nominal<br>share<br>capital<br>uptoRs. 1<br>lakh          | 1307        | 1246801        | 169001         | 24.69        | 1124        | 843889         | 242079         | 16.71        | 32.3<br>2 |
| ii)<br>Individual<br>sharehold<br>ers<br>holding<br>nominal<br>share<br>capital in<br>excess of<br>Rs 1 lakh | 32          | 1271953        | 81653          | 25.19        | 18          | 1423200        | 0              | 28.18        | 11.8<br>9 |
| c) Others<br>(specify)<br>-Clearing<br>Members   | 0           | 0              | 0              | 0            | 0           | 0              | 0              | 0            |           |
| <b>Sub-total<br/>(B)(2):-</b>  | <b>1359</b> | <b>2560000</b> | <b>288000</b>  | <b>50.70</b> | <b>1161</b> | <b>2308000</b> | <b>279090</b>  | <b>45.70</b> |           |
| <b>Total<br/>Public<br/>Sharehold<br/>ing<br/>(B)=(B)(1)<br/>+ (B)(2)</b>                                    | <b>1359</b> | <b>2560000</b> | <b>288000</b>  | <b>50.70</b> | <b>1161</b> | <b>2308000</b> | <b>279090</b>  | <b>45.70</b> |           |
| C. Shares<br>held by<br>Custodian<br>for GDRs &<br>ADRs  | 0           | 0              | 0              | 0            | 0           | 0              | 0              | 0            |           |
| <b>Grand<br/>total<br/>(A+B+C)</b>   | <b>1365</b> | <b>5050000</b> | <b>2778000</b> | <b>100</b>   | <b>1167</b> | <b>5050000</b> | <b>2769090</b> | <b>100</b>   |           |

# SENTHIL INFOTEK LIMITED

(ii) Shareholding of Promoters

| SL. NO. | Shareholder's Name                      | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % change in share holding during the year |
|---------|---|---|----------------------------------|---|-------------------------------------|----------------------------------|---|---|
|         |   | No. of Shares                             | % of total Shares of the company | % of shares pledged /encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares |   |
| 1.      | PitchandiChellamani                     | 13,26,800                                 | 26.27                            | 0   | 13,26,800                           | 26.27                            | 0   | Nil                                       |
| 2.      | Seetha Lakshmi Pitchandi                | 2,98,200                                  | 5.90                             | 0   | 2,98,200                            | 5.90                             | 0   | Nil                                       |
| 3.      | Cementeel Constructions Private Limited | 6,15,000                                  | 12.18                            | 0   | 8,67,000                            | 17.17                            | 0   | Nil                                       |
| 4.      | PitchandiSelvam                         | 1,00,000                                  | 1.98                             | 0   | 1,00,000                            | 1.98                             | 0   | Nil                                       |
| 5.      | Malliga                                 | 1,00,000                                  | 1.98                             | 0   | 1,00,000                            | 1.98                             | 0   | Nil                                       |
| 6.      | P. Anuradha                             | 50,000                                    | 0.99                             | 0   | 50,000                              | 0.99                             | 0   | Nil                                       |
|         | <b>Total</b>                            | <b>24,90,000</b>                          | <b>49.30</b>                     | <b>0</b>  | <b>27,42,000</b>                    | <b>54.30</b>                     | <b>0</b>  | <b>Nil</b>                                |

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

| SL. NO. |   | Shareholding at the beginning of the year |                                  | Cumulative shareholding during the year  |                                  |
|---------|---|---|----------------------------------|--|----------------------------------|
|         |   | No. of shares                             | % of total shares of the company | No. of shares  | % of total shares of the company |
|         | At the beginning of the year                            | <b>24,90,000</b>                          | <b>49.30</b>                     |  |                                  |
|         | Date wise Increase / Decrease in Promoters Shareholding |   |                                  | Increase by 2,52,000 because of acquisition of shares by M/s Cementeel Constructions Pvt. Ltd. (a Promoter | 5%                               |

# SENTHIL INFOTEK LIMITED

|  |   |  |  |                              |              |
|--|---|--|--|------------------------------|--------------|
|  | during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): |  |  | group Company) on 30.03.2016 |              |
|  | At the End of the Year  |  |  | <b>27,42,000</b>             | <b>54.30</b> |

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

| SL No |  | 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 |
|       | For Each of the Top 10 Shareholders  |   |                                  |   |                                  |
|       | At the beginning of the year:  |   |                                  |   |                                  |
|       | 1. Rita Rathi  | 1,50,000                                  | 2.97                             |   |                                  |
|       | 2. PremnarayanRathi  | 1,50,000                                  | 2.97                             |   |                                  |
|       | 3. RekhaRathi  | 1,50,000                                  | 2.97                             |   |                                  |
|       | 4. VeenaRathi  | 1,00,000                                  | 1.98                             |   |                                  |
|       | 5. VeenaRathi  | 60,000                                    | 1.19                             |   |                                  |
|       | 6. Sunil Agrawal   | 40,000                                    | 0.79                             |   |                                  |
|       | 7. Kushal Raj Jain   | 25,000                                    | 0.50                             |   |                                  |
|       | 8. Man Kunwar Jain   | 20,000                                    | 0.40                             |   |                                  |
|       | 9. KaramchandRajani  | 20,000                                    | 0.40                             |   |                                  |
|       | 9. Laxmi Modi  |   |                                  |   |                                  |
|       | 10. Ramesh Modi  | <b>8,65,000</b>                           | <b>17.14</b>                     |   |                                  |
|       | <b>Total</b>   |   |                                  |   |                                  |
|       | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): |   |                                  | Increase:<br>1,15,000                   | 2.28                             |



# SENTHIL INFOTEK LIMITED

|  |   |  |  |                               |                 |
|--|---|--|--|-------------------------------|-----------------|
|  | At the End of the year (or on the date of separation, if separated during the year) |  |  | At the end of the year:       | No. of shares   |
|  |   |  |  | 1. D Srinivas                 | 1,50,000        |
|  |   |  |  | 2. K Veera Raghava            | 1,50,000        |
|  |   |  |  | 3. KolluriBrahmaiah           | 1,50,000        |
|  |   |  |  | 4. Kari Gopi Chand            | 1,50,000        |
|  |   |  |  | 5. VajralaMohana              | 1,00,000        |
|  |   |  |  | 6. Kolangala<br>Ramesh        | 60,000          |
|  |   |  |  | 7. KolangalaMounika           | 60,000          |
|  |   |  |  | 8. KarnapuVara<br>Lakshmi     | 60,000          |
|  |   |  |  | 9. Kolangala<br>Srinivas      | 50,000          |
|  |   |  |  | 10. K Suryanarayana<br>Murthy | 50,000          |
|  |   |  |  | <b>Total</b>                  | <b>9,80,000</b> |

(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 |
|         | At the beginning of the year      | 16,25,000                                 | 32.17                            |   |                                  |

# SENTHIL INFOTEK LIMITED

|  |  |  |  |           |       |
|--|--|--|--|-----------|-------|
|  | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): |  |  | Nil       | Nil   |
|  | At the End of the year   |  |  | 16,25,000 | 32.17 |

## V. INDEBTEDNESS

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

|   | Secured loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | Nil                              | Nil             | Nil      | Nil                |
| (i) 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 | Nil | Nil | Nil | Nil |
| •Addition  | -   | -   | -   | -   |

# SENTHIL INFOTEK LIMITED

|   |     |     |     |     |
|---|-----|-----|-----|-----|
| •Reduction                                    | -   | -   | -   | -   |
| Net Change                                    | Nil | Nil | Nil | Nil |
| Indebtedness at the end of the financial year | Nil | Nil | Nil | Nil |
| (i)Principal Amount                           |     |     |     |     |
| ii) Interest due but not paid                 | -   | -   | -   | -   |
| (iii) Interest accrued but not due            | -   | -   | -   | -   |
| Total (I + ii+ iii)                           | Nil | Nil | Nil | Nil |

## 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 |
|---------|---|---|--------------|
|         |   | CHELLAMANI PITCHANDI<br>(Managing Director) |              |
| 1.      | Gross salary  | Nil   | Nil          |
|         | (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                            | Nil   | Nil          |
|         | (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961              | Nil   | Nil          |
| 2.      | Stock Option  | Nil   | Nil          |

# SENTHIL INFOTEK LIMITED

|    |  |      |      |
|----|--|------|------|
| 3. | Sweat Equity   | Nil  | Nil  |
| 4. | Commission<br>- as % of profit<br>- Others, specify... | Nil  | Nil  |
| 5. | Others, please specify –<br>Professional Fees          | Nil  | Nil  |
|    | Total (A)  | Nil  | Nil  |
|    | Ceiling as per the<br>Act                              | N.A. | N.A. |

**B. Remuneration to other directors:**

| Sl. No. | Particulars of<br>Remuneration                           | Name of Directors              |                                  |                   |                      |                     | Total<br>Amount |
|---------|--|--------------------------------|----------------------------------|-------------------|----------------------|---------------------|-----------------|
|         |  | Seetha<br>Lakshmi<br>Pitchandi | SenrajMuthi<br>ahSennava<br>nadi | Sreehari<br>Ankem | DittakaviS<br>urekha | SaradaDit<br>takavi |                 |
|         |  | Nil                            | Nil                              | Nil               | Nil                  | Nil                 | Nil             |
|         | 1. Independent<br>Directors                              |                                |                                  |                   |                      |                     |                 |
|         | · Fee for<br>attending<br>board<br>committee<br>meetings | -                              | -                                | -                 | -                    | -                   | -               |
|         | · Commission   | -                              | -                                | -                 | -                    | -                   | -               |
|         | · Others,<br>please<br>specify                           | -                              | -                                | -                 | -                    | -                   | -               |
|         | Total (1)  | Nil                            | Nil                              | Nil               | Nil                  | Nil                 | Nil             |
|         | 2. Other Non-<br>Executive<br>Directors                  | Nil                            | Nil                              | Nil               | Nil                  | Nil                 | Nil             |
|         | · Fee for<br>attending<br>board                          |                                |                                  |                   |                      |                     |                 |

# SENTHIL INFOTEK LIMITED

|  |  |     |     |     |     |     |     |
|--|--|-----|-----|-----|-----|-----|-----|
|  | / committee meetings                         |     |     |     |     |     |     |
|  | · Commission                                 | Nil | Nil | Nil | Nil | Nil | Nil |
|  | · Others, please specify (Professional fees) | Nil | Nil | Nil | Nil | Nil | Nil |
|  | Total (2)                                    | Nil | Nil | Nil | Nil | Nil | Nil |

|  |                                      |            |            |            |            |            |            |
|--|--------------------------------------|------------|------------|------------|------------|------------|------------|
|  | Total(B)= (1+2)                      | Nil        | Nil        | Nil        | Nil        | Nil        | Nil        |
|  | <b>Total Managerial remuneration</b> | <b>Nil</b> | <b>Nil</b> | <b>Nil</b> | <b>Nil</b> | <b>Nil</b> | <b>Nil</b> |
|  | Overall ceiling as per the Act       | N.A.       | N.A.       | N.A.       | N.A.       | N.A.       | N.A.       |

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

The Company does not have any KMP except Managing Director.

| S.No. | Particulars of Remuneration   | Key Managerial Personnel |                   |     |       |
|-------|---|--------------------------|-------------------|-----|-------|
|       |   | CEO                      | Company secretary | CFO | Total |
| 1     | Gross salary  | Nil                      | Nil               | Nil | Nil   |
|       | (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                             | Nil                      | Nil               | Nil | Nil   |
|       | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | Nil                      | Nil               | Nil | Nil   |
| 2     | Stock Option  | Nil                      | Nil               | Nil | Nil   |

# SENTHIL INFOTEK LIMITED

|   |  |            |            |            |            |
|---|--|------------|------------|------------|------------|
| 3 | Sweat Equity   | Nil        | Nil        | Nil        | Nil        |
| 4 | Commission<br>- as % of profit<br>- others, specify... | Nil        | Nil        | Nil        | Nil        |
| 5 | Others, please specify                                 | Nil        | Nil        | Nil        | Nil        |
|   | <b>Total</b>   | <b>Nil</b> | <b>Nil</b> | <b>Nil</b> | <b>Nil</b> |

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type                                | Section of the Companies Act, 1956 OR Companies Act, 2013 | Brief Description | Details of Penalty/ Punishment<br>Compounding fees imposed | Authority [RD/ NCLT/COURT] | Appeal made, if any (give details) |
|-------------------------------------|---|-------------------|--|----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |   |                   |  |                            |                                    |
| Penalty                             | Nil   | Nil               | Nil  | Nil                        | Nil                                |
| Punishment                          | Nil   | Nil               | Nil  | Nil                        | Nil                                |
| Compounding                         | Nil   | Nil               | Nil  | Nil                        | Nil                                |
| <b>B. DIRECTORS</b>                 |   |                   |  |                            |                                    |
| Penalty                             | Nil   | Nil               | Nil  | Nil                        | Nil                                |
| Punishment                          | Nil   | Nil               | Nil  | Nil                        | Nil                                |
| Compounding                         | Nil   | Nil               | Nil  | Nil                        | Nil                                |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |   |                   |  |                            |                                    |
| Penalty                             | Nil   | Nil               | Nil  | Nil                        | Nil                                |
| Punishment                          | Nil   | Nil               | Nil  | Nil                        | Nil                                |
| Compounding                         | Nil   | Nil               | Nil  | Nil                        | Nil                                |

### TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

#### 1. APPOINTMENT & TENURE

The appointment of Independent Director for initial term is generally for a period of 5 (five) consecutive years unless vacated and/or terminated earlier, as per provisions of the applicable laws. This tenure is subject to meeting the criteria for being an Independent Director and not being disqualified to be a Director under the provisions of Companies Act, 2013 and other applicable laws on a continuous basis.

Independent Director is not liable to retire by rotation.

The appointment and continuation of office of Independent Director is subject to the applicable provisions of the Companies Act, 2013 (the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 2. TIME COMMITMENT

Independent Director is expected to bring objectivity and independence of view to the Board's deliberations and to help the Board with effective overview of the Company's strategy, performance, social commitments and risk management and ensure high standards of financial integrity and governance. Independent Directors are required to perform the duties including attending Board/Committee meetings in which they are members and shareholders meetings and to devote such time, as appropriate, to discharge the responsibilities and duties effectively.

#### 3. ROLE & DUTIES

Role and duties of Independent Directors are as set out under the Act and the SEBI (LODR) Regulations, 2015, including but not limited to the fiduciary duties associated with the office of an independent director (without prejudice to the roles, functions and duties specified in Schedule IV of the Act), shall:

- i. act in accordance with the AOA;
- ii. act in good faith in order to promote the objectives of the Company for the benefits of its members as a whole and in the best interest of the Company;
- iii. discharge responsibilities and duties with due and reasonable care, skill and diligence by exercising independent judgment;
- iv. strive to attend every meeting of the Board and its Committee(s) of which a member and general meetings;
- v. strive to attend any other meetings, where attendance is solicited;
- vi. provide strategic direction and also act as a constructive critic in evaluating the proposal and plans on strategic direction;
- vii. evaluate and scrutinize the performance of the management in meeting agreed goals and objectives;
- viii. satisfy on the integrity of financial information and that financial controls and systems of risk management are robust and compliant with applicable laws;
- ix. keep well informed about the Company and the external environment in which it operates; and

- x. ensure that the vigil mechanism policy of the Company is implemented and report concerns about any unethical behavior, actual or suspected fraud or violation of the Code of Conduct.

#### **4. ADHERENCE TO THE CODE OF CONDUCT:**

During the tenure, Independent Directors of the Company are required to comply and abide with the provisions of the Act and the SEBI (LODR) Regulations, 2015 including the following:

- i. Code for Independent Directors outlined in Schedule IV of the Act and duties of Directors as provided in the Act including Section 166 of the Act and Regulation 25 of the SEBI (LODR) Regulations, 2015;
- ii. Code of Conduct for Board and Senior Management framed under Regulation 26 of the SEBI (LODR) Regulations, 2015; and
- iii. Policy for Prevention of Insider Trading framed by the Company under the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

#### **5. PROFESSIONAL CONDUCT AND CONFLICT OF INTEREST:**

Independent Directors shall not –

- i. participate in or vote at any meetings of the Board/Committees wherein interested;
- ii. achieve or attempt to achieve any undue gain or advantage either for self or for relatives, partners, or associates;
- iii. allow any extraneous considerations to vitiate exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring with or dissenting from the collective judgment of the Board in its decision making;
- iv. abuse position to the detriment of the Company or its shareholders;
- v. unfairly obstruct the functioning of the Board or Committee meeting(s);
- vi. put in a position which results in a direct or indirect conflict of interest or possible conflict of interest with the Company; and
- vii. assign office of an Independent Director and any assignments so made shall be void.

#### **6. CONFIDENTIALITY:**

- i. All information including commercial secrets, technologies, advertising and sales promotion plans related to the Company that is acquired or provided during the tenure is confidential to the Company and should not be released/disclosed either during the tenure or following termination (by whatever means) to third parties without prior authorization by the Board, unless such release/disclosure is required by law or by the rules of any stock exchange or regulatory body/authority. Accordingly, Independent Directors are expected to maintain all agenda, notes, data, records and other documents in any way relating to the Company or the Company's business interest, as highly confidential and maintain them as inaccessible to others;
- ii. Independent Directors to adhere to the requirements under the applicable regulations of Insider Trading Code in relation to the disclosure of unpublished price sensitive information and dealing in the securities of the Company. Consequently, Independent Directors should



avoid making any statements or performing any transaction that might risk a breach of these requirements without prior clearance from the Board; and

- iii. At all times and notwithstanding ceasing to be an Independent Director of the Company, Independent Director is expected not to use such information for personal or professional benefit or disclose such confidential information to third parties who may use the same for their personal or professional benefit, or otherwise engage in any activity that would constitute insider trading.

## **7. DISCLOSURES OF INTEREST:**

- i. It is accepted and acknowledged that Independent Director may have business interests other than those of the Company. As a condition of appointment, Independent Director are required to submit various disclosures/declarations under applicable laws and as per Company's policies including declarations with respect to any directorships, appointments and interests to the Board in writing. Independent Director will not serve in more than seven listed companies including the Company and if to be appointed as a whole time director in any listed company, you will not serve as an Independent Director in more than three listed companies including the Company. Further, in no event Independent Director shall hold directorship in companies beyond the limits specified in Section 165 of the Act;
- ii. During the term of appointment, Independent Director is to promptly notify the Company of any change in directorships and provide such disclosure and information as may be required under the applicable laws; and
- iii. Independent Director shall refrain from any action that would lead to loss of independence. In the event that the circumstances of Independent Director seem likely to change which might give rise to conflict of interest or such change in circumstances could lead the Board to revise its judgment regarding independence, such changes or possible changes in circumstances should be disclosed to the Board promptly.

## **8. EVALUATION:**

The Company shall carry out an evaluation of the performance of the Board as a whole and of the Committees and directors of the Board on an annual basis as per the Company's policy. The performance evaluation of independent directors shall be done by the entire Board, excluding the director being evaluated. The appointment/ re-appointment on the Board shall be subject to the outcome of the annual evaluation process.

## **9. INDEPENDENT DIRECTORS' MEETING:**

A separate meeting of the Independent Directors will be held at least once every year without the attendance of the non-independent directors and the members of the management. The Company expects all the Independent Directors to strive to be present at this meeting.

## **10. LIABILITY UNDER THE ACT:**

Pursuant to the provisions of the Act, an Independent Director will be liable only in respect of such omission or commission by the Company which had occurred with his/her knowledge, attributable through Board processes and with his/her consent or connivance or where he/she had not acted diligently.

## **11. TERMINATION:**

- i. Independent Director may resign from the position at any time by giving a notice in writing to the Company stating reasons of resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date if any specified in the notice, whichever is later.

- ii. Independent Director shall cease to hold office if fails to meet the criteria for an Independent Director mentioned in the Act and/or the SEBI (LODR) Regulations, 2015 and/or if otherwise disqualified and shall forthwith intimate the Company of such an event and promptly submit resignation to the Company with effect from date of such change.
- iii. The Company can also terminate your directorship in accordance with the procedure set out in Section 169 of the Act. Apart from the grounds of termination as specified in the Act, your directorship may be terminated for violation of any provisions of the appointment letter.

**12. COOPERATION:**

In the event of any claim or litigation against the Company, based upon any alleged conduct, act or omission on the part of Independent Director during the tenure, the Independent Director shall render all reasonable assistance and cooperation to the Company and provide such information and documents as are necessary and reasonably required by the Company or its counsels.

**13. CHANGES IN PERSONAL DETAILS:**

During term, an Independent Director shall promptly intimate the Company in the prescribed manner, of any change in address or other contact or personal details.

**14. GENERAL:**

The appointment letter and any non-contractual obligations arising out of or in connection with the letter are governed by and shall be construed in accordance with, the laws of India and the parties agree to submit to the exclusive jurisdiction of the courts in India.

### EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDEPENDENT DIRECTORS POLICY

#### Evaluation Policy:

Pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be applicable), the Board of Directors (Board) shall carry out an annual evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board and individual Directors shall be evaluated by the Board seeking inputs from all the Directors. The performance of the Committees shall be evaluated by the Board, seeking inputs from the Committee members. A template is prescribed to evaluate the performance of the directors and members of the Committees.

At the first stage, the Chairman of the Nomination and Remuneration Committee shall obtain from all the Board members duly filled in Board evaluation templates for evaluation of the performance of the Board as a whole, evaluation of the Committee members etc.

At the second stage, a separate meeting of independent Directors shall be held to review the performance of non-independent Directors, performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors. Based on the report of the meeting an Evaluation Report shall be placed before the Board.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings, follow up actions on decisions taken etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, follow up actions etc. In addition the Chairperson is to be also evaluated on the key aspects of his/her role.

The summary of the evaluation reports shall be presented to the respective Committees and the Board for their consideration.

#### **The details of the two policies are stated below:**

#### **POLICY ON BOARD DIVERSITY:**

Pursuant to the provisions of the Clause 49 of the Listing Agreement which was substituted by SEBI (LODR) Regulations, 2015 w.e.f. 1st December, 2015, the Policy on Board Diversity is framed and adopted.

The broad objectives of the Policy are:

- Diversity and inclusion initiatives based on sound business principles and objectives;
- To help the Company build a Board that can draw upon a wide range of perspectives, expertise, Knowledge and experience;
- To bridge the gap in Board composition for achieving optimum and balanced Board with a wide range of attributes; and

- To encourage healthy and open discussion and promote independence of judgment in Board and Committee deliberations.

## REMUNERATION POLICY:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Remuneration Policy is framed and adopted.

The broad objectives of the Policy are:

- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board;
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations; and
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

While deciding on the remuneration for Directors, the Board and Nomination & Remuneration Committee considers the performance of the Company, the current trends in the industry, the director's participation in Board and Committee meetings during the year and other relevant factors.

The performance of the Company and individual performance as well employees' potential, criticality and longevity in the grade are considered while determining remuneration to the Employees.

## EVALUATION DURING THE YEAR:

The Independent Directors in their meeting held on 12th February, 2016 have reviewed the templates filled by the directors on Board evaluation and assessed the grounds of evaluation of the directors such as:

- a. Strategic decisions and Direction;
- b. Self-motivated & Monitoring;
- c. Advisory Role & Accountability;
- d. Pro-Active & Periodic Reporting;
- e. Governance, Compliant & Compliance oriented.

The Report of the evaluation of the Board and Committees were finalized by the Independent Directors and placed before the Board in the next Meeting.

## POLICY ON RELATED PARTY TRANSACTIONS

### 1. INTRODUCTION

- 1.1 The Companies Act, 2013 ('Act') and Securities and Exchange Board of India ('SEBI') have significantly revised the regulations governing related party transactions entered into by the companies. The Act defines related parties and related party transactions and prescribes certain approval requirements with respect to such transactions.
- 1.2 The listing agreement entered into by a company with the stock exchanges where its shares are listed ('Listing Agreement'), also requires a company to adopt a policy setting out the manner in which the company will deal with related party transactions as well as the materiality thresholds applicable to such transactions.
- 1.3 In view of the above and to consolidate the procedural requirements under the Act and the Listing Agreement, the Company has laid down this policy on related party transactions in accordance with the requirements of the Act read with relevant rules prescribed therein and the Listing Agreement.
- 1.4 The Board of Directors of (the 'Board') of Senthilinfotek Limited (the 'Company') has adopted the following policy and procedures with regard to **Related Party Transactions**.

### 2. OBJECTIVES

- 2.1 The Board recognizes that related party transactions need to be reviewed as per the provisions of the Act and the Board has adopted this Policy to set forth the procedures under which transactions with related parties shall be reviewed for approval or ratification in accordance with the procedures set forth below:
  - 2.1.1 This Policy also aims to comply with the applicable laws.
  - 2.1.2 No related party transactions may be entered into by the Company, except in accordance with the provisions of this Policy and applicable laws.

### 3. DEFINITION

Definitions of some of the key terms used in this policy are given below:

- a) **Act'** means Companies Act, 2013, as amended from time to time.
- b) **Arm's Length Transaction'** means a transaction between the Company and its Related Party(ies) that is conducted as if they were unrelated and at a fair value, so that there is no conflict of interest.
- c) **Audit Committee' or 'Committee'** means Committee of Board of Directors of the Company constituted under provisions of the Act and the Listing Agreement.
- d) **Director'** means a director on the Board of the Company.
- e) **Key Managerial Personnel or KMP'** means:
  - i. the Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole-Time Director;
  - ii. the Company Secretary;
  - iii. the Chief Financial Officer; and
  - iv. any other person appointed as the KMP by the Board of Directors of the Company.

- f) **Material Related Party Transaction'** will have the same meaning as defined in Regulation 23 of SEBI (LODR) Regulations, 2015.
- g) **“Ordinary Course of Business (‘OCB’)”** means a transaction which is: Carried out in the normal course of business envisaged in accordance with the Memorandum of Association (‘MoA’) of the Company as amended from time to time, or historical practice with a pattern of frequency, or common commercial practice, or meets any other parameters / criteria as decided by the Board/Audit Committee.
- h) **Policy'** means this Related Party Transaction Policy.
- i) **Related Party'** has the same meaning as assigned to it under the Act and SEBI (LODR) Regulations, 2015.
- j) **“Related Party Transactions”** mean all transactions between the Company on one hand and one or more related party on the other hand including contracts, arrangements and transactions as envisaged in Section 188(1) of the Act and/or Regulation 23 of SEBI (LODR) Regulations, 2015.
- k) **Stock Exchanges'** means the stock exchanges where equity shares of the company are listed.

## 4. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS

### 4.1 Identification of related parties

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and SEBI (LODR) Regulations, 2015.

### 4.2 Identification of related party transactions

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and SEBI (LODR) Regulations, 2015.

The Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company may seek external professional opinion, if necessary.

### 4.3 Approval of Audit Committee

- a) All the Related Party Transactions shall require prior approval of the Audit Committee.
- b) The Audit Committee may grant omnibus approval for Related Party Transactions subject to the conditions as laid down under Clause 49 of the Listing Agreement, as amended from time to time.
- c) Any member of the Audit Committee who has a potential conflict of interest in any Related Party Transaction shall abstain from discussion and voting.

### 4.4 Approval of Board of Directors

- a) The following Related Party Transactions which are not in the ordinary course of business or are in the ordinary course of business but are not Arm's Length Transactions shall require prior approval of the Board:
  - i. sale, purchase or supply of any goods or materials;
  - ii. selling or otherwise disposing of, or buying, property of any kind;
  - iii. leasing of property of any kind;
  - iv. availing or rendering of any services;
  - v. appointment of any agent for purchase or sale of goods, materials, services or property;
  - vi. such Related Party's appointment to any office or place of profit in the Company, its

subsidiary company or Associate Company; and

- vii. underwriting the subscription of any securities or derivatives thereof, of the Company.
- b) All the Material Related Party Transactions shall be considered and approved by the Board before placing them before shareholders for their approval except for those transactions that do not require approval under Section 177 and 188 of the Act; and are transactions entered into between the Company and its wholly-owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- c) Where any Director is interested in any Related Party Transaction, such Director will abstain from discussion and voting on the subject matter of the resolution relating to such Transaction.

For the purpose of this Policy, wholly-owned subsidiary means a company whose 100% voting power, directly or indirectly, is controlled by another company i.e. holding company.

#### **4.5 Approval of Shareholders**

- a) Related Party Transactions set out in Clause 6(a) above, which exceed the limits as prescribed under Section 188 of the Act read with Rule 15 of the Rules shall be placed for shareholders' approval by way of a resolution. Any shareholder which is a Related Party in the context of the proposed Related Party Transaction shall abstain from voting on such resolution in terms of the provisions of the Act.
- b) Subject to the Regulation 23(4) of the SEBI (LODR) Regulations, 2015, all Material Related Party Transactions shall be approved by the shareholders' by way of resolution. The Related Party(ies) shall abstain from voting, irrespective of whether the entity is a party to the particular transaction, on such resolution in terms of the provisions of the said Regulation.

#### **4.6 Approval of Related Party Transactions**

- a) To approve a Related Party Transaction, the Committee/ Board/ shareholders, shall be provided all relevant material information of the Transaction, including the terms, purpose of the transaction and such other details as required under the applicable law or by the Committee/Board, as the case may be. While approving a Related Party Transaction, the Committee/Board will consider the following factors, among others, to the extent relevant:
  - i. Whether the terms on which Related Party Transaction proposed are fair and on arm's length basis to the Company;
  - ii. Whether the Related Party Transaction would affect the independence of an independent director;
  - iii. Whether the Related Party Transaction includes any potential reputational risk that may arise as a result of or in connection with the proposed transaction; and
  - iv. Whether the Related Party Transaction would present conflict of interest for any Director or KMP of the Company.
  - v. Whenever there is any doubt with regard to transaction(s) with Related Party(ies) and/or the applicable corporate governance requirements, the Audit Committee/ Board shall be entitled to seek a legal opinion/clarification for the same.
- b) The Audit Committee shall consider all relevant facts and circumstances regarding a Related Party Transaction placed before it.
- c) In the event of any Director, KMP or any other employee become aware of any Related Party Transaction(s) that has been omitted to be approved by the Audit

Committee/Board/Shareholders or is in deviation of this Policy, such person shall promptly notify the management about such transaction, who shall ensure that such transaction is brought to the notice of the Audit Committee or the Board, as applicable, at the earliest.

- d) The Audit Committee/Board shall evaluate such transaction(s) and may decide necessary action as it may consider appropriate including ratification, revision or termination of the Related Party Transaction.

## 5. DISCLOSURE

- a) In terms of the provisions of Section 134(3)(h) of the Act, Related Party Transactions requiring approval of Board/Shareholders under Section 188 of the Act shall be disclosed in the Directors' Report along with the justification for entering into such Related Party Transactions.
- b) Details of all Material Related Party Transactions shall be disclosed quarterly along with Company's Compliance Report on Corporate Governance, in accordance with the provisions of SEBI (LODR) Regulations, 2015.
- c) This Policy shall be disclosed on the website of the Company and a web link thereto is <http://www.senthilinfo.com/investors.html>.
- d) The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with any Related Party.

## 6. POLICY REVIEW

- a) This Policy is based on the provisions of the Act and rules framed there under and as per the requirements of the SEBI (LODR) Regulations, 2015.
- b) In case of any changes in the provisions of the Act, the SEBI (LODR) Regulations, 2015 or any other regulation which are inconsistent with the Policy, such amended provisions would prevail over the Policy.
- c) The Board is authorized to amend this Policy to be consistent with the prevailing provisions of the Act and SEBI (LODR) Regulations, 2015, which shall be placed before the Audit Committee and Board for their approval.

## 7. GENERAL

In case of any doubt with regard to any provision of the Policy and also in respect of matters not covered herein, a reference shall be made to the Chairperson of the Committee. In all such matters, the interpretation and decision of the Chairperson shall be final. The Company reserves the right to modify, cancel, add, or amend any clause of this Policy as set out above.



## POLICY ON FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

1. **PREAMBLE:** Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred as "Listing Regulations") stipulates as under:-

The listed entity shall familiarize the Independent Directors through various programmes about the listed entity, including the following:

- a) Nature of the industry in which the listed entity operates;
- b) Business model of the listed entity;
- c) Roles, rights, responsibilities of independent directors; and
- d) Any other relevant information.

Further, as per Regulation 46 of the Listing Regulations the details of such familiarization programs shall be disclosed on the Company's website [www.senthilinfo.com](http://www.senthilinfo.com) and a web link thereto shall also be given in the Annual Report.

2. **OBJECTIVE:** The familiarization program (hereinafter referred as "program") aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.
3. **POLICY:** The Company shall through its Senior Managerial Personnel, conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company and to appraise them their roles, rights and responsibilities in the Company to enable them to make effective contribution and discharge their functions as a Board Member. The Independent Directors are given every opportunity to interact with the Key / Senior Management Personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

Familiarization Program for Independent Directors includes:

### **Corporate Affairs:**

Covering details of the Company, shareholding pattern, the Board structure, the Board Committees and their functions, policies applicable to the directors, their roles, responsibilities, duties, rights as a director etc.

### **Operations:**

Covering details of nature of the industry in which the Company operates, business model of the Company, financial details etc.

### **Roles, Rights and Responsibilities of Independent Directors:**

Covering the definition of Independent Directors, relevant provisions of the Companies Act, 2013 and the Listing Regulations, Tenure of Independent Directors, their roles, rights, responsibilities, code of conduct etc.

## **4. DISCLOSURE:**

- Familiarisation program will be conducted on "as needed" basis during the year.
- As and when familiarisation program is conducted, the same will be disclosed on the website of the Company.

# SENTHIL INFOTEK LIMITED

- The details of the familiarisation program shall be disclosed on the Company's website [www.senthilinfo.com](http://www.senthilinfo.com) and a web link thereto shall be provided in the Annual Report.

## 5. OVERVIEW:

- The Board shall periodically overview the following:
  - Number of programmes attended by independent directors (during the year and on a cumulative basis till date);
  - Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date); and 3
  - Other relevant details.

The details of training programs attended by independent directors during Financial year 2015-16\* are as follows:

| Name of the Independent Director | Particulars of Programs                     |                    |                                |                    |                          |                    |
|----------------------------------|---|--------------------|--------------------------------|--------------------|--------------------------|--------------------|
|                                  | Industry/Market & Technology Trends and R&D |                    | Competition and Future Outlook |                    | Quality                  |                    |
|                                  | No. of Sessions attended                    | No. of hours spent | No. of Sessions attended       | No. of hours spent | No. of Sessions attended | No. of hours spent |
| Mr. Sreehari Ankem               | 1   | 1                  | -                              | -                  | 1                        | 1                  |
| Mrs. Dittakavi Surekha           | 1   | 1                  | -                              | -                  | 1                        | 1                  |
| Mrs. Sarada Dittakavi            | 1   | 1                  | -                              | -                  | 1                        |                    |
| <b>Total</b>                     | <b>3</b>                                    | <b>3</b>           | <b>-</b>                       | <b>-</b>           | <b>3</b>                 | <b>2</b>           |

\*For the period January 01, 2016 to March 31, 2016.

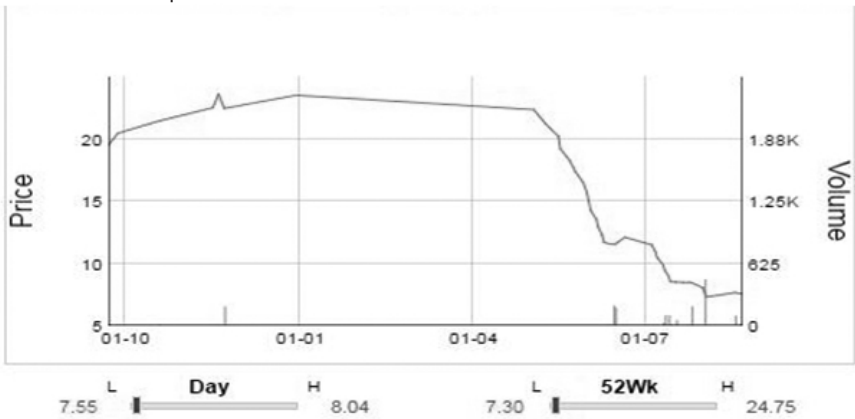
The Independent Directors are also made aware of their rights/role/ responsibilities at the time of their appointment/ reappointment through a formal letter of appointment along with the terms and conditions of their engagement.

# SENTHIL INFOTEK LIMITED

The Market data High, Low during each month in last financial year is in BSE Limited is given below:

| Month Trading   | HIGH (in Rs.) | LOW (in Rs.) |
|-----------------|---------------|--------------|
| May, 2015       | 18.05         | 16.30        |
| July, 2015      | 19.60         | 18.80        |
| August, 2015    | 20.50         | 20.00        |
| September, 2015 | 20.45         | 19.50        |
| October, 2015   | 21.45         | 21.45        |
| November, 2015  | 24.75         | 22.45        |
| December, 2015  | 23.50         | 23.50        |

Performance Comparison:-



## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### **Disclaimer:**

*The report may contain forward looking statements, which describe company's objectives, projections, estimates, expectations or predictions within the applicable Security Laws and Regulations. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.*

### **Overview:**

The Company is a public limited company incorporated in India and has its registered office at Secunderabad, Telangana, India. The Company has issued only equity shares the shares are listed on BSE Limited.

The financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by the Securities and Exchange Board of India (SEBI) Accounting policies have been 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.

### **Industry Structure & Developments:**

Software and computing technology are transforming businesses in every industry around the world in a very profound and fundamental way. With the Government emphasizing on the Information Technology sector with the Digital India Campaign and some other initiatives, the era of information technology is changing. Traditional business models are being disrupted in every industry, with digital and software based business models.

The combination of high-performing and ubiquitous real-time computing, massive data streams and intelligent software is creating new business opportunities. As these technologies move into mass adoption, they are enabling companies to:

- Create new markets quickly through differentiated products based on technology;
- Enhance growth by reaching new customers, depending the customer experience and allowing them to dynamically manage pricing; and
- Adopt business models that increase asset efficiency and long-term competitiveness.

Hence, the face of IT is changing rapidly and as a direct result of current economic necessities and ongoing technological developments.

The company had a good year both from revenue and margin growth perspectives. Despite the weak performance in the last quarter of the previous year, the company managed to overcome to some extent and witnessed increase in revenues from operations. IT services and business process outsourcing (BPO). The sector has increased its contribution to India's GDP from 1.2% in 1998 to 9.5% in 2015. According to NASSCOM, India's IT industry is projected to grow 8.5 per cent in F.Y. 2016-17 from USD 132 billion in F.Y.2015-16 to USD 143 billion. The performance of IT services companies is likely to improve in 2015-16, with nearly all players delivering around 11-13% growth. We expect growth to be broad-based, with contribution from all geographies, verticals and service lines. After nearly two years, we are seeing clients enter IT budgeting

sessions on a positive note.

## **Hyderabad Scenario:**

After creation of Telangana, attention has been turning towards rebuilding brand Hyderabad. Among the companies geared up for expanding their operations in and around Hyderabad are tech majors such as Amazon, Google, Facebook, Microsoft, Cognizant, and Tata Consultancy Services. Telangana has a significant amount of Software export in India. While the majority of the Industry is concentrated in Hyderabad, other cities are also becoming significant IT destinations in the state of Telangana. Since Hyderabad offers a stable political climate as well as an efficient and good IT infrastructure, it is safe to assume that it will become a core player in Asia in terms of being information technology hub. The conditions have made Hyderabad a prime destination for offshoring services, making it an alluring destination for many IT companies worldwide.

In the coming years, Hyderabad's IT exports is likely to be increased. There have been extensive investments in digital infrastructure. In Hyderabad, the central region of the business happens in HITEC City, in the Madhapur suburb. While the emphasis is on the IT industry clustered in and around Hyderabad, the government also wants to take the sector to two-tier and three-tier cities such as Nizamabad, Karimnagar and Warangal in Telangana. Government has also set up the incubators in the City to promote the start-up India Campaign helping the entrepreneurs to start their business.

## **Strengths and Threats:**

### **Our Strengths:**

We operate in a highly competent and dynamic environment. Our focus is adhering to standards, developing innovative solutions, providing quality goods and services, highly accurate and userfriendly products with improved business techniques to our clients. Our industry has the ability to quickly respond to events across the nation and obtain data in areas that may be difficult to enter. The industry as a whole has been investing in latest technologies that complement existing capabilities and meet future prospects.

### **Our Strategy:**

As we all know that customers are the most important element of any business, they are the core and in order to prosper and grow in a competitive environment our strategy has always been revolving around our clients. Customer satisfaction, optimum utilization of resources, periodic quality checks, adapting environmental changes both in terms of macro and micro perspective flexibility and innovation are the utmost important strategies on which our company focus.

### **Threats:**

Every year in order to maintain a growth and meeting customer expectations, our company goes through periodic checks. We have set different parameters for our company and periodically we will go through these checks in order to find out the threats which our company undergoes. We not only point out those threats, we also make sure that appropriate measures are taken in order to reduce our threats. One of the more significant threats to the IT industry is Indian economy's unresolved economic condition and its impact on domestic and global environment.

### **Outlook and Future Plans:**

As per the Budget 2016, IT Industry has huge opportunity in current and prospective projects, such as in metro rail project, technology and digitization of internet and mobile technology. We however, are looking forward into the fine prints and will have strategy ready as to how to best collaborate with such projects to turn our plans into reality. It is the opportunity in the smart cities space that is generating the maximum excitement amongst the IT industry. We were expecting smart cities to be a crucial part of the new government's development and nation building plans.

A growing ecosystem of early stage funding, incubation and peer learning is creating innovative start-ups, building technology solutions and products for India and the global market. Our initiatives like creating a strong and healthy ecosystem for startup, innovation clusters and

centers of excellence will encourage customers to invest in our company and build the next generation of Global companies from India. Increase in global technology spending and opportunities created through adoption of disruptive technologies are expected to propel growth in near future.

## **Risks and Concerns:**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavour is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

In the opinion of the management following are the aspects involved in the industry and required to be reviewed by Audit Committee:

- a. Increasing competition in the Information Technology sector.
- b. Changing customer preferences and uncertainty in political decisions.
- c. Fund raising, managing and planning of monetary resources and loans.

In the normal course of business, the Company is exposed to certain financial risks, principally interest rate risk, liquidity risk and credit risk, risks associated with the economy, regulations, competition, etc. The Risk Management framework of the Company ensures in risk mitigation areas and functions of the Company, and has in place, the procedures to inform the Board members about the risk assessment and minimization process. These processes are periodically reviewed to ensure that the management of the Company controls risks through a defined framework.

## **INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. All efforts are being made to make the internal control systems more effective. We do understand the importance of Integrity compliance in an organization and to make sure that each and every employee of our company is meeting the set standards, we undertake surprise and periodic checks of all the processes.. Our processes works in a full transparent manner to avoid any type of frauds and errors within the organization. All the related issues are properly taken care by our Audit Committee, which is formed as per The Companies Act, 2013 and the committee, ensures that all the government policies, rules and regulations are followed by the company in a stringent manner. Internal control takes care right from the utmost utilization of company's resources to transparent accounting and other processes to restricting unauthorized access to the assets of the company.

## **SHARE CAPITAL:**

The Share Capital of your Company is Rs. 5,05,00,000 divided into 50,50,000 Equity shares of Rs. 10/- each. During the year under review, there was no further issue of shares.

## **SECURED LOANS:**

Secured Loans of the Company are NIL.

## **FIXED ASSETS:**

Fixed assets of the Company amount to Rs. 312.27 Lacs.

## **HUMAN RESOURCES AND INDUSTRIAL RELATIONS:**

Our company has a meager but skilled and well trained set of human resource working with us in order to meet business perspectives. We have completely defined procedure when it comes to hiring an employees based on projects on hand, so that our requirement exactly meets with the candidate qualification and skills. As information technology requirements are very dynamic with the changing business environment, we provide continuous and appropriate training to our personnel so that their knowledge and skills are never obsolete.

The Company also has good relations with other companies in the similar stream of business and it shall be useful in understanding the market behavior and phenomenon in depth and to stay updated with competitors both in growth and adoption of new technologies for cost effective operation.

**CAUTIONARY STATEMENT:**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labor negotiations.

Date: 26.08.2016  
Place: Secunderabad

CHELLAMANI PITCHANDI  
DIN: 01256061

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
M/s.SENTHIL INFOTEK LIMITED  
HYDERABAD

### Report on the Financial Statements

We have audited the accompanying financial statements of **M/S.SENTHIL INFOTEK LIMITED, Hyderabad** (the Company), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss of the Company and Cash Flow Statement of the Company for the year ended 31<sup>st</sup> March, 2016 and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements.

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

### Auditor's Responsibility:

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

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

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

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

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

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the



# SENTHIL INFOTEK LIMITED

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aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of the Balance Sheet, of the State of Affairs of the Company as at 31<sup>st</sup> March 2016;
- ii) In the case of Statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
- iii) In the case of Cash Flow statement, of the cash flows for the year ended as on that date.

## **Report on other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ('the Order' ) issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraph 3 and 4 of the said order.

### **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 purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Sec. 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2016, taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2016, from being appointed as director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.
  - i. The company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

There were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company.

For P.Srinivasan & co  
Chartered Accountants  
Firm Regn No.004055S

Sd/-  
K.Ranganathan  
Partner  
M.No.010842

Place: Hyderabad  
Date: 30/05/2016

## ANNEXURE A TO THE AUDITOR'S REPORT

Annexure referred to in Paragraph 1 of section – Report on Other Legal and Regulatory Requirements of the Independent Auditor's Report of even date **M/S.SENTHIL INFOTEK LIMITED , Hyderabad** ('the Company') on the financial statements for the year ended March 31, 2016,

i. In respect of fixed assets

- (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, all the fixed assets have been physically verified by the Management during the year. No material discrepancies were noticed on such verification.

ii . In respect of its inventories, the company does not have any inventories at the end of the period and hence the clause (ii) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

iii . In respect of loans:

As informed 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.

- iv. In our opinion and according to the information and explanations given to us, the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, are not applicable to the company.
- v. The company has not accepted any deposits during the year, and hence clause (v) of Companies (Auditor's Report) Order, 2016 is not applicable.
- vi. According to the information and explanations given to us, maintenance of cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the company. Hence the clause (vi) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

vii . a) According to the information and explanations given to us and the records as produced and examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including Income tax, Service tax, Customs Duty and other material statutory dues during the year by the company with the appropriate authorities. As explained to us, the company did not have any dues on account of Employee's State Insurance, Sales Tax, Excise duty, Wealth tax and Investor Education and Protection Fund.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income-tax, Service tax, Customs duty and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the period they became payable.

- b) According to the information and explanations given to us, the company did not have any dues of excise duty, sales tax etc.with the appropriate authorities on account of dispute. As informed to us, the company did not have any dues on account of Wealth tax.
- viii. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to its bankers and financial institutions.
- ix. In our opinion and according to the information and explanations given to us, the company has not raised any money by way of public offer or further public offer (including debt instruments). During the year under review, the company has not taken any term loans.

# SENTHIL INFOTEK LIMITED

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- x. In our opinion and according to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of audit.
- xi. According to the information and explanations given to us, the company has not paid or provided any managerial remuneration, therefore the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us the Company has not made any transaction with related parties under Section 177 and 188 of the Act. Hence clause (xiii) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
- xvi.** The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

For P.Srinivasan & co  
Chartered Accountants  
Firm Regn No.004055S

Sd/-  
K.Ranganathan  
Partner  
M.No.010842

Place: Hyderabad  
Date: 30/05/2016

# SENTHIL INFOTEK LIMITED

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## Annexure B to the Auditors' Report

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **M/S.SENTHIL INFOTEK LIMITED, Hyderabad** ('the Company') as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation

of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.Srinivasan & co  
Chartered Accountants  
Firm Regn No.004055S

Sd/-  
K.Ranganathan  
Partner  
M.No.010842

Place: Hyderabad  
Date: 30/05/2016

# SENTHIL INFOTEK LIMITED

## BALANCE SHEET AS ON 31-03-2016

(All amounts in Rupees lakhs, except share data and unless otherwise specified )

|    | PARTICULARS   | Note No. | 31 March 2016 | 31 March 2015 |
|----|---|----------|---------------|---------------|
| I. | <b><u>EQUITY AND LIABILITIES</u></b>                                    |          |               |               |
|    | <b>1. Shareholder's funds</b>   |          |               |               |
|    | (a) Share Capital   | 2.1      | 505.00        | 505.00        |
|    | (b) Reserves and Surplus  | 2.2      | 82.65         | 82.31         |
|    | (c) Money received against share warrants                               |          | 0.00          | 0.00          |
|    | <b>Sub-Total: Shareholder's Funds</b>                                   |          | <b>587.65</b> | <b>587.31</b> |
|    | <b>2. Share application money pending allotment</b>                     |          | <b>0.00</b>   | <b>0.00</b>   |
|    | <b>3. Non- Current Liabilities</b>                                      |          |               |               |
|    | (a) Long-Term Borrowings  |          | 0.00          | 0.00          |
|    | (b) Deferred Tax liabilities (Net)                                      |          | 0.00          | 0.00          |
|    | (c) Other Long term liabilities   |          | 0.00          | 0.00          |
|    | (d) Long Term Provisions  |          | 0.00          | 0.00          |
|    | <b>Sub-Total: Non Current Liabilities</b>                               |          | <b>0.00</b>   | <b>0.00</b>   |
|    | <b>4. Current Liabilities</b>   |          |               |               |
|    | (a) Short Term Borrowings   |          | 0.00          | 0.00          |
|    | (b) Trade Payables  |          | 0.00          | 0.00          |
|    | (c) Other Current Liabilities   |          | 25.00         | 0.00          |
|    | (d) Short Term Provisions   | 2.4      | 0.55          | 0.40          |
|    | <b>Sub-Total: Current Liabilities</b>                                   |          | <b>25.55</b>  | <b>0.40</b>   |
|    | <b>TOTAL EQUITY AND LIABILITIES</b>                                     |          | <b>613.20</b> | <b>587.71</b> |
| II | <b><u>ASSETS</u></b>  |          |               |               |
|    | <b>1. Non-current assets</b>  |          |               |               |
|    | (a) Fixed Assets  |          |               |               |
|    | (i) Tangible Assets   | 2.5      | 312.27        | 221.57        |
|    | (ii) Intangible Assets  |          | 0.00          | 0.00          |
|    | (iii) Capital work-in-progress  |          | 0.00          | 0.00          |
|    | (iv) Intangible assets under development                                |          | 0.00          | 0.00          |
|    | (b) Non-current investments   |          | 0.00          | 0.00          |
|    | (c) Long-Term Loans and Advances  | 2.6      | 148.22        | 188.22        |
|    | (d) Other Non-Current Assets  | 2.7      | 11.14         | 11.14         |
|    | <b>Sub-Total: Non Current Assets</b>                                    |          | <b>471.63</b> | <b>420.93</b> |
|    | <b>2. Current assets</b>  |          |               |               |
|    | (a) Inventories   |          | 0.00          | 0.00          |
|    | (b) Trade Receivables   | 2.8      | 32.04         | 33.24         |
|    | (c) Cash and Cash Equivalents   | 2.9      | 0.75          | 0.16          |
|    | (d) Short-Term Loans and Advances                                       | 2.10     | 108.78        | 133.38        |
|    | (e) Other Current Assets  |          | 0.00          | 0.00          |
|    | <b>Sub-Total : Current Assets</b>                                       |          | <b>141.57</b> | <b>166.78</b> |
|    | <b>TOTAL ASSETS</b>   |          | <b>613.20</b> | <b>587.71</b> |
|    | Summary of the 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

K.Ranganathan  
Partner  
M.No.010842

Place:Hyderabad  
Date:30/05/2016

For and on behalf of the board

Sd/-  
C.Pitchandi  
Managing Director  
DIN : 01256061

Sd/-  
P. Seetha Lakshmi  
Director  
DIN : 02779034

# SENTHIL INFOTEK LIMITED

## STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31-03-2016

(All amounts in Rupees lakhs, except share data and unless otherwise specified )

|      | Particulars   | Note No. | 31 March 2016 | 31 March 2015 |
|------|---|----------|---------------|---------------|
| I    | Revenue from operations   | 2.11     | 8.80          | 8.07          |
| II   | Other Income  | 2.12     | 0.00          | 0.00          |
| III  | <b>Total Revenue (I + II)</b>   |          | <b>8.80</b>   | <b>8.07</b>   |
| IV   | <b>Expenses</b>   |          |               |               |
|      | Employee Benefits Expense   | 2.13     | 3.07          | 3.00          |
|      | Depreciation and Amortization Expenses                                  |          | 0.00          | 0.00          |
|      | Finance Costs   | 2.14     | 0.00          | 0.00          |
|      | Other Expenses  | 2.15     | 5.25          | 4.52          |
|      | <b>Total Expenses</b>   |          | <b>8.32</b>   | <b>7.52</b>   |
| V    | Profit before exceptional and extraordinary items and tax (III-IV)      |          | <b>0.49</b>   | <b>0.55</b>   |
| VI   | Exceptional Items   |          | 0.00          | 0.00          |
| VII. | Profit before extraordinary items and tax (V-VI)                        |          | <b>0.49</b>   | 0.55          |
| VIII | Extraordinary items   |          | 0.00          | 0.00          |
| IX   | Profit before tax (VII-VIII)  |          | <b>0.49</b>   | 0.55          |
| X    | Tax expense:  |          | 0.00          | 0.00          |
|      | (1) Current tax   |          | 0.15          | 0.18          |
|      | (2) Deferred tax (Asset)/Liability                                      |          | 0.00          | 0.00          |
|      | (3) MAT Credit Entitlement  |          | 0.00          | 0.00          |
|      | <b>Total Of Tax Expenses</b>  |          | <b>0.15</b>   | 0.18          |
| XI   | Profit/(Loss) for the period (IX- X)                                    |          | <b>0.34</b>   | <b>0.37</b>   |
| XII  | Earnings per equity share:  |          |               |               |
|      | (1) Basic   |          | 0.00          | 0.00          |
|      | (2) Diluted   |          | 0.00          | 0.00          |
|      | Summary of the 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

K.Ranganathan  
Partner  
M.No.010842

Place:Hyderabad  
Date:30/05/2016

For and on behalf of the board

Sd/-  
C.Pitchandi  
Managing Director  
DIN : 01256061

Sd/-  
P. Seetha Lakshmi  
Director  
DIN : 02779034

# SENTHIL INFOTEK LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2016

(All amounts in Rupees lakhs, except share data and unless otherwise specified )

| PARTICULARS  | 3/31/2016     | 3/31/2015     |
|--|---------------|---------------|
| <b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>           |               |               |
| Profit Before Tax                                      | 0.49          | 0.55          |
| Add: Depreciation                                      | 0.00          | 0             |
| Less:Interest Received                                 | 0.00          | 0             |
| <b>Operating Profit before Working Capital Changes</b> | <b>0.48</b>   | <b>0.55</b>   |
| <b>Working Capital changes</b>                         |               |               |
| Decrease/(Increase) in Trade Receivables               | 1.20          | -6.43         |
| (Decrease)/Increase in other Current Liabilities       | 25.00         | -1.17         |
| Decrease/Increase in loans and advances                | 64.60         | 67.05         |
| Decrease/Increase in Other non- current Assets         | 0.00          | 0.90          |
| Net Working Capital Changes                            | 90.80         | 60.35         |
| Net Cash flow from Operating Activities                | <b>91.28</b>  | <b>60.90</b>  |
| <b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>           |               |               |
| Interest Received                                      | 0.00          | 0.00          |
| Purchase of Fixed Assets                               | -90.70        | -61.00        |
| Net Cash used in Investing Activities                  | <b>-90.70</b> | <b>-61.00</b> |
| <b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>           | 0.00          | 0             |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>       | <b>0.59</b>   | <b>-0.10</b>  |
| CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR   | 0.16          | 0.26          |
| CASH & CASH EQUIVALENTS AT THE END OF THE YEAR         | <b>0.75</b>   | <b>0.16</b>   |

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

K.Ranganathan  
Partner  
M.No.010842

Place:Hyderabad  
Date:30/05/2016

For and on behalf of the board

Sd/-  
C.Pitchandi  
Managing Director  
DIN : 01256061

Sd/-  
P. Seetha Lakshmi  
Director  
DIN : 02779034



## 1. Significant Accounting Policies

- a. **ACCOUNTING ASSUMPTIONS:** The financial statements of Senthil Infotek Limited have been prepared and presented in accordance with Indian Generally Accepted Accounting Principle(GAAP) under the historical cost convention on the accrual basis. GAAP comprises accounting Standards notified by the central Government of India under section 2 (2) of the companies Act, 2013, other pronouncements of Institute of Chartered Accountants of India, and the provisions of companies Act.

The Company has prepared these financial Statements as per the format prescribed by Revised Schedule VI to the companies Act 1956 issued by Ministry of Corporate Affairs.

Previous year figures have been regrouped, recast and reclassified wherever necessary to confirm with those of the current year.

- b. **FIXED ASSETS:** Fixed Assets are accounted at cost of acquisition exclusive of CENVAT and inclusive of freight inward, taxes, incidentals related to acquisition and financial cost till commencement of commercial production.
- c. **DEPRECIATION:** Depreciation has not been provided for this year as the operations were negligible.
- d. **INCOME TAX EXPENSES:**

Income tax expense comprises current tax and deferred tax charge or credit.

### **Current Tax**

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the company.

Deferred Tax – Not Applicable



# SENTHIL INFOTEK LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

| Particulars                                 | 31 March 2016 | 31 March 2015 |
|---|---------------|---------------|
| <b>NOTE 2.2 : RESERVES AND SURPLUS :</b>    |               |               |
| Profit & Loss Account                       |               |               |
| Balance as per the Last Financial Statement | 82.31         | 81.94         |
| Add: Profit /(Loss) for the year            | 0.34          | 0.37          |
| <b>TOTAL</b>                                | <b>82.65</b>  | <b>82.31</b>  |
| <b>NOTE 2.3: SHORT TERM PROVISIONS</b>      |               |               |
| Provision for Income tax                    | 0.33          | 0.18          |
| Electricity                                 | 0.00          | 0.00          |
| Advertisement                               | 0.00          | 0.00          |
| Audit Fees Payable                          | 0.22          | 0.22          |
| <b>TOTAL</b>                                | <b>0.55</b>   | <b>0.40</b>   |
| <b>NOTE 2.4 OTHER CURRENT LIABILITIES</b>   |               |               |
| Other liabilities                           | 0.00          | 0.00          |
| <b>TOTAL</b>                                | <b>0.00</b>   | <b>0.00</b>   |

### 2.5 FIXED ASSETS (TANGIBLE)

| Particulars                | Land   | Office Equipment | Furniture & Fixtures | Total  |
|----------------------------|--------|------------------|----------------------|--------|
| Cost or Valuation          |        |                  |                      |        |
| At 1st April 2014          | 148.00 | 5.97             | 6.60                 | 160.57 |
| Additions                  | 61.00  | 0.00             | 0.00                 | 61.00  |
| Disposals                  | 0.00   | 0.00             | 0.00                 | 0.00   |
| At 31 st March 2015        | 209.00 | 5.97             | 6.60                 | 221.57 |
| Additions                  | 90.70  | 0.00             | 0.00                 | 90.70  |
| Disposals                  | 0.00   | 0.00             | 0.00                 | 0.00   |
| At 31 st March 2016        | 299.70 | 5.97             | 6.60                 | 312.27 |
| Depreciation               |        |                  |                      |        |
| At 1st April 2014          | 0.00   | 0.00             | 0.00                 | 0.00   |
| Charge for the year        | 0.00   | 0.00             | 0.00                 | 0.00   |
| At 31 st March 2015        | 0.00   | 0.00             | 0.00                 | 0.00   |
| Charge for the year        | 0.00   | 0.00             | 0.00                 | 0.00   |
| At 31 st March 2016        | 0.00   | 0.00             | 0.00                 | 0.00   |
| Net Block As At 31.03.2016 | 299.70 | 5.97             | 6.60                 | 312.27 |
| Net Block As At 31.03.2015 | 209.00 | 5.97             | 6.60                 | 221.57 |

# SENTHIL INFOTEK LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

### NOTE 2.6 LONG TERM LOANS AND ADVANCES

| PARTICULARS              | 31 March 2016       | 31 March 2015 | 31 March 2016      | 31 March 2015 |
|--------------------------|---------------------|---------------|--------------------|---------------|
|                          | Non-Current Portion |               | Current Maturities |               |
| CAPITAL ADVANCES         |                     |               |                    |               |
| Advance for Expenses     | 148.22              | 188.22        | 0.00               | 0.00          |
| OTHER LOANS AND ADVANCES |                     |               |                    |               |
| Advance for Expenses     | 0.00                | 0.00          | 0.00               | 0.00          |
| TOTAL                    | 148.22              | 188.22        | 0.00               | 0.00          |

### NOTE 2.7 : TRADE RECEIVABLES

|   | 31 March 2016 | 31 March 2015 |
|---|---------------|---------------|
| Trade Receivables for a period less than six months |               |               |
| Unsecured and considered good                       | 32.04         | 33.24         |
| TOTAL   | 32.04         | 33.24         |

### NOTE 2.8 CASH AND CASH EQUIVALENTS

| PARTICULARS         | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 |
|---------------------|---------------|---------------|---------------|---------------|
|                     | Non-Current   |               | Current       |               |
| Cash in Hand        | 0.00          | 0.00          | 0.01          | 0.00          |
| Cash At Banks       | 0.00          | 0.00          | 0.74          | 0.16          |
| Deposits With Banks | 0.00          | 0.00          | 0.00          | 0.00          |
| TOTAL               | 0.00          | 0.00          | 0.75          | 0.16          |

### NOTE 2.9 SHORT TERM LOANS AND ADVANCES

| PARTICULARS        | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 |
|--------------------|---------------|---------------|---------------|---------------|
|                    | Non-Current   |               | Current       |               |
| Advances to others | 0.00          | 0.00          | 108.78        | 133.38        |
|                    | 0.00          | 0.00          | 108.78        | 133.38        |

# SENTHIL INFOTEK LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

### NOTE 2.10 OTHER CURRENT ASSETS

| PARTICULARS              | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 |
|--------------------------|---------------|---------------|---------------|---------------|
|                          | Non-Current   |               | Current       |               |
| Mscellaneous expenditure | 0             | 0             | 10.89         | 10.89         |
| TDS Receivable           | 0             | 0             | 0.25          | 0.25          |
|                          | 0.00          | 0.00          | 11.14         | 11.14         |

| Particulars                                    | 31 March 2016 | 31 March 2015 |
|--|---------------|---------------|
| <b>NOTE 2.11 : REVENUE FROM OPERATIONS :</b>   |               |               |
| Operating Income                               | 8.80          | 8.07          |
| <b>TOTAL</b>                                   | <b>8.80</b>   | <b>8.07</b>   |
| <b>NOTE 2.12: OTHER INCOME</b>                 |               |               |
| Interest Income                                | -             | -             |
| Others   | -             | -             |
| <b>TOTAL</b>                                   | <b>-</b>      | <b>-</b>      |
| <b>NOTE 2.13 : EMPLOYEE BENEFIT EXPENSES :</b> |               |               |
| Salaries                                       | 3.07          | 3.00          |
| <b>TOTAL</b>                                   | <b>3.07</b>   | <b>3.00</b>   |
| <b>NOTE 2.14 : FINANCE COSTS :</b>             |               |               |
| Interest                                       | -             | -             |
| <b>TOTAL</b>                                   | <b>-</b>      | <b>-</b>      |

# SENTHIL INFOTEK LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED

| Particulars                              | 31 March 2015 | 31 March 2014 |
|--|---------------|---------------|
| <b>NOTE 2.15 : OTHER EXPENSES :</b>      |               |               |
| Travelling & Conveyance                  | 0.29          | 0.30          |
| Books & Periodicals                      | 0.00          | 0.02          |
| Bank Charges                             | 0.00          | 0.00          |
| Listing Fees/BSE Payments                | 2.78          | 0.35          |
| Audit Fee                                | 0.20          | 0.20          |
| Professional website maintenance Charges | 0.26          | 0.10          |
| Advertisement & Publicity                | 0.22          | 0.07          |
| Registrar Expenses                       | 0.00          | 0.69          |
| Electricity                              | 0.10          | 0.04          |
| Printing & Stationery                    | 0.05          | 0.10          |
| Vehicle Maintenance                      | 0.10          | 0.60          |
| Telephone Charges                        | 0.10          | 0.21          |
| Postage and courier charges              | 0.00          | 0.00          |
| Rent                                     | 0.36          | 0.00          |
| ROC Filing Fees                          | 0.11          | 0.14          |
| General Expenses & Others                | 0.68          | 1.70          |
| <b>TOTAL</b>                             | <b>5.25</b>   | <b>4.52</b>   |

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

K.Ranganathan  
Partner  
M.No.010842

Place:Hyderabad  
Date:30/05/2016

For and on behalf of the board

Sd/-  
C.Pitchandi  
Managing Director  
DIN : 01256061

Sd/-  
P. Seetha Lakshmi  
Director  
DIN : 02779034

# SENTHIL INFOTEK LIMITED

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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: L72200TG1997PLC026943  
Name of the company: SenthilInfotek Limited  
Registered office: 157, Dhanalakshmi Society, Mahendra Hills,  
East Marredpally, Secunderabad -500026,  
Telangana, India.

|                         |
|-------------------------|
| 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 22<sup>nd</sup> Annual General meeting of the Company, to be held on Friday, the 30<sup>th</sup> day of September, 2016 at 4:00 p.m. at the registered office of the Company at 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad -500026, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

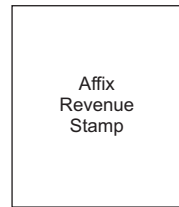
# SENTHIL INFOTEK LIMITED

| S. No. | Resolution   | Assent/ Dissent |
|--------|--|-----------------|
| 1.     | Adoption of annual audited financial statements of the Company together with the reports of Directors and Auditors thereon.                      |                 |
| 2.     | Re-appointment of Smt. Seetha Lakshmi Pitchandi, who retires by rotation and being eligible, offers herself for re-appointment.                  |                 |
| 3.     | Ratification of the appointment of M/s. P. Srinivasan & Co. (Firm Reg. No. 004055S), Chartered Accountants as Statutory Auditors of the Company. |                 |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of shareholder

Signature of Proxy holder



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

## ATTENDANCE SLIP

**22<sup>nd</sup> Annual General Meeting, Friday, 30<sup>th</sup> September, 2016 at 4:00 P.M.**

Regd. Folio No. \_\_\_\_\_ /DP ID \_\_\_\_\_ Client ID/Ben. A/C \_\_\_\_\_ No. of shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 22<sup>nd</sup> Annual General Meeting of the Company on **Friday, 30<sup>th</sup> day of September, 2016 at 4.00p.m. at the Registered office of the Company at 157, Dhanalakshmi Society, Mahendra Hills, East Marredpally, Secunderabad -500026, Telangana.**

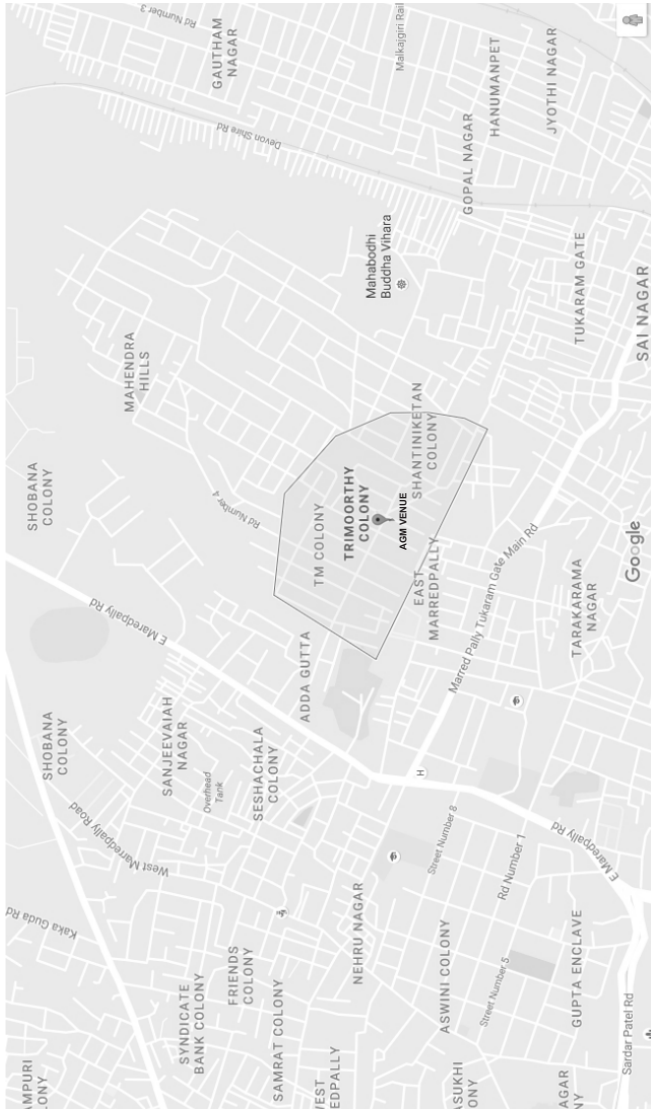
Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



## ROUTE MAP FOR AGM VENUE



PRINTER MATTER  
BOOK - POST

If undelivered please return to :

**SENTHIL INFOTEK LIMITED**

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