

**SEVENTH ANNUAL REPORT  
1999 - 2000**



**ACQUAINT EXPORTS LIMITED**

**REGISTERED OFFICE & FACTORY  
SEESALI, KALLA MANDAL  
BHIMAVARAM - 534 237  
W.G. DIST., ANDHRA PRADESH**

<b>Acquaint Exports Limited</b>
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<b>BOARD OF DIRECTORS</b>	: <b>R.Ramalinga Raju</b> , Managing Director <b>A. Sree Rama Raju</b> , Director <b>K. Ranga Raju</b> , Director
<b>COMPANY SECRETARY CONSULTANT</b>	: <b>A.Chandra Sekhar</b> , Visakhapatnam
<b>AUDITORS</b>	: <b>M/s.Chowdary &amp; Rao</b> , Chartered Accountants Classic Plaza, Visakhapatnam.
<b>REGISTRARS</b>	: <b>M/s. Paark Consultants Ltd.</b> , D.No.1-2-383, Gaganmahal Road, HYDERABAD-500 029
<b>BANKERS</b>	: <b>CANARA BANK</b> , P. P. Road, BHIMAVARAM - 534 232
<b>REGISTERED OFFICE AND PROCESSING PLANT</b>	: Seesali, Kalla Mandal BHIMAVARAM - 534 237, West Godavari Dt., Andhra Pradesh
<b>FARM</b>	: Marripalem Village, Rambilli Mandalam, Visakhapatnam District, Andhra Pradesh

## Acquaint Exports Limited

**NOTICE OF SEVENTH ANNUAL GENERAL MEETING**

NOTICE is hereby given to all the members of the Company that the Seventh Annual General Meeting of the Company will be held on **Monday the 14th August, 2000 at the Registered Office of the Company situated at Seesali, Kalla Mandal, Bhimavaram, West Godavari Dist., Andhra Pradesh - 534 237 at 3.00 p.m.** to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the annual accounts consisting of Balance Sheet as at 31st March, 2000, Profit and Loss Account for the period ended 31st March, 2000 together with notes and schedules attached thereto and the reports of the Auditors and Directors thereon.
2. To appoint Director in place of Mr. A. Sreerama Raju who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

**SPECIAL BUSINESS :**

4. To consider and if thought fit, to pass the following with or without modification as Special Resolution.

**"RESOLVED THAT** the Registered office of the Company be shifted from Seesali, Kalla Mandal, Bhimavaram to Hyderabad". **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary to give effect to the above resolution".

5. To consider and if thought fit, to pass the following with or without modification as Special Resolution : **"RESOLVED THAT** pursuant to the provisions of section 17 of the Companies Act, 1956 and subject to the confirmation of the Registrar of Companies, Andhra Pradesh, Clause III of the Memorandum of Association of the Company be altered by inserting the following new subclause (5) after subclause (4) of the Main Object Clauses :

To carry on the business of Information Technology, Software Development, Internet Services, Internet securities, Software and Hardware Development and setting up units in Software Technology Parks of India for providing computer related and Information technology related services for domestic as well export markets and to carry on and to provide consultancy service in the areas computer management and engineering covering computer information, systems design and development, computer based management, information systems, online real time systems, Digital Systems, process control, distributed computing, data base design and implementation, operational systems, simulators design compilers, studies on computer architecture, software development, hardware development, surveying and survey data systems, industrial engineering and application of information technology and

**Acquaint Exports Limited**

computers for industrial engineering and all other related areas of computer and information technology for local and export markets.

6. To consider and if thought fit, to pass the following with or without modification as Ordinary Resolution : **"RESOLVED THAT** pursuant to the provisions of section 293(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and other Statutory Enactments, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company to sell or otherwise dispose of the Company's Shrimp Processing Plant and Cold Storage Plant situated at Seesali, Kalla Mandal, Bhimavaram on the terms and conditions Board of Directors deem beneficial to the interest of the company". **"RESOLVED FURTHER THAT** The Board of Directors of the Company be and is hereby authorised to identify the party and negotiate the terms and conditions and to authorise any of the Directors of the Board to execute the necessary documents in connection with the sale or otherwise disposing of the company's undertaking and to present the same before the Registrar of Assurances, admit execution and to do all such acts, deeds and things as may be required in this connection for passing the unencumbered title of the property to the purchaser".

BY ORDER OF THE BOARD

for **ACQUAINT EXPORTS LIMITED**

**Regd. Office :**

Seesali,  
Kalla Mandal,  
BHIMAVARAM - 534 237  
Dt. 03-07-2000

**(R.RAMALINGA RAJU )**  
MANAGING DIRECTOR

**Notes :**

1. Every member entitled to attend and vote at the Annual General meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the company. Proxy Form is enclosed herewith.
2. Explanatory Statement pursuant to the provisions section 173(2) of the Companies Act, 1956 is annexed to and forms part of this notice.
3. The Shareholders Register and Share Transfer Register shall remain closed from 11.08.2000 to 14.08.2000 (both days inclusive) pursuant to the provisions of section 154 of the Companies Act, 1956.
4. The Company has its Equity Shares listed at :
  - a) The Hyderabad Stock Exchange Limited, 3-6-275, Himayat Nagar, Hyderabad - 500 029.
  - b) The Stock Exchange, Mumbai Phiroj Jee Jee Bhoy Towers, Dalal Street, Mumbai - 400 001.

The Annual Listing fee is being paid

**Acquaint Exports Limited****EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM No. 4**

All the share holders of the Company are aware that the existing business segments of shrimp farming, processing and export of marine products are being badly effected by viral and other bacterial diseases and also by volatile international market conditions. In this scenario, the Board proposes to diversify its activities into fields of Information Technology and Software development and exports. Since the State Government of Andhra Pradesh is focussing mainly on Information Technology by setting up Hi-Tech City and other Technology Parks in Hyderabad, It is felt that the Registered Office of the Company would be shifted to Hyderabad to dart into new era for exploring better prospects for the company as well its share holders. In terms of the provisions of section 17 and 146, shifting of the registered office of the company from one city to other city requires the approval of the shareholders in the general meeting by way of special resolution. Hence, the Board recommends that the proposed resolution be passed as a Special Resolution in the interest of the company as well the share holders.

All the Directors are deemed to have been interested or concerned in the proposed resolution to the extent of their share holding.

**ITEM No.5**

The Board proposes to diversify into the areas of growth for the company aimed at increasing the share holders' value. The Board feels that Information Technology offers the best growth potential considering the increase thrust being given for Information Technology by the State and Central Governments. Since the diversification of the companies activities into areas of Information Technology is not within the sphere of Objects Clause of the Memorandum of Association of the Company, it is proposed to amend the Objects Clause to enable the company to carry on the business of Information Technology. As per the provisions of section 17 of the Companies Act, 1956, alteration of the Objects Clause of the Memorandum of Association of the Company requires the approval of the Share holders by way of special resolution in the general meeting. Hence, the Board recommends the proposed resolution be passed as special resolution. All the Directors are deemed to have been interested or concerned in the proposed resolution to the extent of their share holding.

**ITEM No.6**

The state of affairs of the present aqua culture scenario paints a gloomy picture due to various ulterior factors and the future is difficult to forecast. The very unstable nature of the business has landed the company into perpetual losses eroding the total equity and the working capital. Considering the above facts, the Board is of the opinion that it would be difficult to repay the company's debts. Institutions are proposing to approach DRT for recovery of the dues from the company. At this juncture, the Company is left with the only alternative of scouting for a party to go for One Time Settlement in order to save the other assets of the Company. In terms of the provisions of section 293(1)(a) of the Companies Act, 1956, approval of the share holders is required for disposing off any of the undertaking of the Company. Hence, the Board recommends this resolution. All the Directors are deemed to have been interested or concerned in the proposed resolution to the extent of their share holding.

BY ORDER OF THE BOARD

for **ACQUAINT EXPORTS LIMITED**

**Regd. Office :**

Seesali,  
Kalla Mandal  
BHIMAVARAM - 534 237  
Dt. : 03-07-2000

**(R.RAMALINGA RAJU)**  
MANAGING DIRECTOR

**Acquaint Exports Limited****DIRECTOR'S REPORT**

To  
The Members

Your Directors have pleasure in presenting the Seventh Annual Report together with the Audited Accounts for the period ended 31st March 2000.

**OPERATIONS & FINANCIAL RESULTS**

The financial results for the year ended 31st March 2000 are summarised below :

**FINANCIAL RESULTS**

(Rs.in Lakhs)

	<b>1999-00</b>	<b>1998-99</b>
Gross Sales & Other Income	<b>109.22</b>	106.60
Profit/(Loss) before interest & Depreciation	<b>5.53</b>	32.62
Interest	<b>37.12</b>	50.99
Depreciation	<b>19.73</b>	19.72
Net Profit/(loss)	<b>(51.32)</b>	(38.10)

Your company suffered a netloss of Rs. 51.32 lakhs during the year under report as against the previous years figure of Rs.38.10 lakhs.

**DEPOSITS**

The Company has not accepted any deposits during the year under report

**DIRECTORS**

The following changes have taken place among the Board of Directors during the period under report. Sri.T.Ravindran and Sri Muhammed Eqbal Essa resigned as Directors of the Company with effect from 31.01.2000.

Sri G.Vishnu Murthy Raju, Joint Managing Director of the Company resigned from the Board of Directors with effect from 30.04.2000. Sri K.Narasimha Raju resigned from the Board with effect from 30.04.2000. Sri R. Venugopal Raju resigned from the Board with effect from 30.04.2000. Sri N. Sudhir Shetty resigned from the Board with effect from 30.04.2000.

The Board takes this opportunity to place on record its appreciation of the valuable services rendered by Sri T. Ravindran, Sri Muhammed Eqbal Essa, Sri G.Vishnumurthy Raju, Sri K. Narasimha Raju, Sri R. Venugopal Raju and Sri N. Sudhir Shetty during their tenure as Directors of the Company.