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25th **ANNUAL REPORT**
2018-19



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Three overlapping triangles are positioned behind the text. The largest triangle is orange and points upwards. A green triangle is positioned in front of it, pointing downwards. A blue triangle is positioned to the right of the green one, pointing upwards.

*"To harness the power of information,
knowledge & technology to empower livelihood."*

TWENTY FIFTH ANNUAL REPORT

2018-19

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CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|--|-----------------------------------|
| 1. Mr. Srinivasa Reddy Arikatla | - Chairman and Managing Director |
| 2. Ms. Harshana Antharaji | - Whole Time Director |
| 3. Mr. Narendra Parupalli | - Independent Director |
| 4. Mr. Hariharanadha Raju Kallepalli | - Independent Director |
| 5. Mr. Venkat Reddy Sureddy | - Non-Executive Director |
| 6. Mr. Sumanth John Wesley Kumaraswamy | - Additional Independent Director |

KEY MANAGERIAL PERSONNEL

- | | |
|--------------------------------|---------------------------|
| Mr. Srinivasa Reddy Arikatla | - Managing Director |
| Mr. Balaram Reddy Chintakuntla | - Chief Financial Officer |

COMMITTEES OF THE BOARD

Audit Committee

S.no	Name	Category of Director	Designation
1.	Mr. Narendra Parupalli	Independent Director	Chairperson
2.	Mr. Hariharanadha Raju Kallepalli	Independent Director	Member
3.	Mr. Venkat Reddy Sureddy	Non-Executive Director	Member

Nomination & Remuneration Committee cum Compensation Committee

S.no	Name	Category of Director	Designation
1.	Mr. Narendra Parupalli	Independent Director	Chairperson
2.	Mr. Hariharanadha Raju Kallepalli	Independent Director	Member
3.	Mr. Venkat Reddy Sureddy	Non-Executive Director	Member

Stakeholders Relationship Committee

S.no	Name	Category of Director	Designation
1.	Mr. Narendra Parupalli	Independent Director	Chairperson
2.	Mr. Hariharanadha Raju Kallepalli	Independent Director	Member
3.	Mr. Srinivasa Reddy Arikatla	Executive Director	Member

CORPORATE IDENTITY NUMBER

L67120MH1994PLC076637

REGISTERED OFFICE

106, 2nd Floor, Link Plaza Commercial Complex,
New Link Rd,
Oshiwara, Jogeshwari (W),
Mumbai-400102, Maharashtra

Email id: info@ajel.com
Website: www.ajel.in
Phone: +91 22 2639 3197

CORPORATE OFFICE

804, Manjeera Majestic Corporate,
JNTU-Hitech City Road,
Kukatpally, Hyderabad 500085, Telangana.

Branch Offices:

Hyderabad, India

804, Manjeera Majestic Corporate,
JNTU-Hitech City Road,
Kukatpally, Hyderabad-500085,
Telangana.

U.S.A.

347 Elizabeth Avenue,
Suite # 204,
Somerset, NJ 08873
USA.

STATUTORY AUDITORS

Ramesh Athasniya & Co.
Chartered Accountants
5-9-1121, F - 45 & 46,
Agarwal Chambers,
King Kothi,
Hyderabad - 500 001, Telangana.

INTERNAL AUDITORS

Mr. U. Srikanth
Chartered Accountant

SECRETARIAL AUDITORS

N.V.S.S. Suryanarayana,
Practicing Company Secretary

SHARE TRANSFER AGENTS & DEMAT REGISTRARS

Adroit Corporate Services Pvt Ltd
17-20, Jafferbhoy Ind. Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri (E), Mumbai 400059, India
Tel: +91 (0) 22 42270400
www.adroitcorporate.com

BANKERS

Axis Bank
HDFC Bank
Laxmi Vilas Bank
Syndicate Bank
Citi Bank,
Wells Fargo Bank

WEBSITE

www.ajel.in

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of the notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the following addresses.

CORPORATE OFFICE:

804, Manjeera Majestic Corporate,
JNTU-Hitech City Road,
Kukatpally, Hyderabad 500085,
Telangana Email id: info@ajel.com
Website: www.ajel.in
Phone: +91 7288815333

SHARE TRANSFER AGENTS & DEMAT REGISTRARS

M/s Adroit Corporate Services (RTA),
17-20, Jafferbhoy Ind. Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E), Mumbai 400059, India
Tel: +91 (0) 22 42270400
Fax: +91 (0)22 28503748
www.adroitcorporate.com

SEBI has made it mandatory for every participant in the Securities/Capital Market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with photocopy of both sides of PAN card, duly attested to the Demat Registrar and Share Transfer Agent of the Company, M/s Adroit Corporate Services (RTA) as above.

NOTICE OF 25th ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of Ajel Limited will be held on **Monday, the 30th day of September, 2019 at 10.00 AM** at Garden Banquets, Junction Of J P Road & Veera Desai Road, Andheri West, Mumbai – 400058, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019, the Report of the Board of Directors and the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Sureddy Venkat Reddy (DIN: 02978529), who retires by rotation and being eligible offers himself for re-appointment.
3. To re- appoint M/s. Ramesh Athasniya & Co., Chartered Accountants (Firm Registration no. 007480S), as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors, the approval of members of the Company be and is hereby accorded for re-appointment of M/s. Ramesh Athasniya & Co., Chartered Accountants (Firm Registration no. 007480S), as the Statutory Auditors of the Company, for a period of Four (4) years, from conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting to be held for the financial year 2022-23, at such remuneration as may be fixed by the Audit Committee and Board of Directors of the Company in mutual consent with the Auditors.”

SPECIAL BUSINESS:

4. **To consider the appointment of Mr. Sumanth John Wesley Kumara Swamy (DIN: 08369205) as Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company, upon the recommendation by the Nomination Remuneration Committee and Board, consent of the Members of the Company be and hereby accorded to regularise the appointment of Mr. Sumanth John Wesley Kumara Swamy (DIN: 08369205) as Director of the Company, who was appointed as additional Independent Director of the Company with effect from 14/08/2019.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To appoint Mr. Sumanth John Wesley Kumara Swamy (DIN: 08369205) as Independent Director of the company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the members of the company be and is hereby accorded to appoint Mr. Sumanth John Wesley Kumara Swamy (DIN: 08369205), as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office for three (3) consecutive years commencing from 14/08/2019, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider the appointment of Mr. Kallepalli Hariharanadha Raju (DIN: 03067199) as Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company, upon the recommendation by the Nomination Remuneration Committee and Board, consent of the Members of the Company be and hereby accorded to regularise the appointment of Mr. Kallepalli Hariharanadha Raju (DIN: 03067199) as Director of the Company, who was appointed as additional Independent Director of the Company with effect from 23/01/2019."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Mr. Kallepalli Hariharanadha Raju (DIN: 03067199) as Independent Director of the company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the members of the company be and is hereby accorded to appoint Mr. Kallepalli Hariharanadha Raju (DIN: 03067199), as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office for three (3) consecutive years commencing from 23/01/2019, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider the appointment of Mr. Narendra Parupalli (DIN: 08369204) as Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the

Company, upon the recommendation by the Nomination Remuneration Committee and Board, consent of the Members of the Company be and hereby accorded to regularise the appointment of Mr. Narendra Parupalli (DIN: 08369204) as Director of the Company, who was appointed as additional Independent Director of the Company with effect from 15/04/2019."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To appoint Mr. Narendra Parupalli (DIN: 08369204) as Independent Director of the company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as recommend by the Nomination and Remuneration Committee and Board of Directors, consent of the members of the company be and is hereby accorded to appoint Mr. Narendra Parupalli (DIN: 08369204), as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who shall hold office for three (3) consecutive years commencing from 15/04/2019, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
for Ajel Limited

Sd/-
Srinivasa Reddy Arikatla
Managing Director
DIN: 01673552

Place: Mumbai
Date: 03.09.2019

Notes:

1. The relevant Explanatory Statement under Section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. The statement of the particulars of Directors seeking Appointment / Re-appointment is annexed herewith, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), 2015. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its registered office not later than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.**
A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
5. Members are requested to bring the Attendance Slip duly filled in and signed mentioning therein details of their DP ID and Client ID/ Folio No., which is enclosed herewith, and hand over the same at the entrance of AGM venue.
6. Members who hold shares in dematerialised form are requested to bring their depository account Number (Client Id and DP Id No) for easier identification and recording of the attendance at the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting. Members may also note that the Notice of the 25th AGM and the Annual Report for 2018-19 will also be available on the Company's website **www.ajel.in** for download.
10. Members desirous of seeking any information on the accounts or operations of the company are requested to write to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
11. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
12. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent, M/s Adroit Corporate Services (RTA). Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident

Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.

13. Members holding shares under multiple folios are requested to consolidate their holdings, if the shares are held in the same name or in the same order of names.
14. The equity shares of the Company have been notified for compulsory trading in demat form. The Company has signed a tripartite agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and M/s Adroit Corporate Services (RTA) to facilitate dematerialisation of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialised form.
15. Relevant Documents referred to in the accompanying notice and the Explanatory Statement is open for inspection at the registered office of the company on all working days during the business hours up to the date of the Annual General Meeting.
16. In terms of Section 160, any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details to the Registrar and Share Transfer Agent, M/s Adroit Corporate Services (RTA) at 17-20, Jaffer bhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, Maharashtra

17. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
18. Members holding shares in the company and who have not registered their mail id with the company or the depository and wish to avail e-voting may write to the registrar or the company quoting their client id/folio no and DP id so as to send the password for e-voting. Hard copy of the ballot paper will be provided at the venue of the AGM for those members who have not exercised their e-voting.

19. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2016 and all other applicable provisions, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by CDSL, in respect of all resolutions set forth in this Notice.

The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting. Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the Ballot process at the 25th Annual General Meeting in a fair and transparent manner.

The facility for voting through ballot paper shall be made available at AGM and members attending the meeting and who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through the ballot paper.

Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.