

# 24<sup>th</sup> Annual Report

## 2014 - 15



*Allsoft*

CORPORATION LIMITED

## CONTENTS

	PAGE NO.
NOTICE TO MEMBERS	01
DIRECTOR'S REPORT	10
EXTRACT OF ANNUAL RETURN ANNEX 1	15
SECRETARIAL AUDIT REPORT ANNEX 2	27
REPORT ON CORPORATE GOVERNANCE	31
AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE	43
DECLARATION ON CODE OF CONDUCT	43
CERTIFICATE FROM CEO & CFO	44
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	45
AUDITORS' REPORT	47
BALANCE SHEET	56
STATEMENT OF PROFIT & LOSS	57
CASH FLOW STATEMENT	58
SCHEDULES	59
ATTENDANCE SLIP & PROXY FORM	70

### Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliance by Companies through electronic mode. In accordance with the circulars issued by the Ministry, Companies can now send various notices and documents including annual report, to its shareholders through electronic mode to the registered e-mail addresses of shareholders. 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 holdings with the Depository through their concerned Depository Participants and in respect of physical holdings with the Company.

**Board of Directors:**

Mr. B Srinivas  
Mr. Ajay Chauhan  
Mrs. RanganathanVathsala  
Mr. C Jagan Mohan Reddy  
Mr. Venkataraman Kannan  
Mr. K B S Raja Reddy  
Mr. M.G.G. Naidu  
Mr. Malka Naveen Kumar

Managing Director  
Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director  
Director (w.e.f. 11/08/2015)

**Audit Committee:**

Mr. C Jagan Mohan Reddy  
Mr. K B S Raja Reddy  
Mr. M.G.G. Naidu

Chairman  
Member  
Member

**Remuneration Committee:**

Mr. K B S Raja Reddy  
Mr. C Jagan Mohan Reddy  
Mrs. Ranganathan Vatsala

Chairman  
Member  
Member

**Shareholders / Investor Grievance Committee:**

Mr. C Jagan Mohan Reddy  
Mr. K B S Raja Reddy  
Mr. M.G.G. Naidu

Chairman  
Member  
Member

**Compliance Officer**

Mr. B.H. Venkat Krishna

**Chief Financial Officer**

Mr. S.P.S. Raj Kumar

**Auditors:**

**M/s. P. Murali & Co.,**  
Chartered Accountants,  
6-3-655/2/3, Somajiguda,  
Hyderabad – 500 082

**Registered Office:**

Ground Floor of 91 Bhuvana Towers,  
S.D. Road, Secunderabad – 500 003  
Ph : 040-6766 6000  
Fax : 040-6766 6055  
Email : allsoftspl@rediffmail.com  
allsoftcorporation@gmail.com  
Website : www.allsoftcorporation.com

**Bankers:**

Axis Bank Ltd, Greenlands, Hyderabad  
IDBI Bank Ltd., Basheerbagh, Hyderabad

**Registrars & Share Transfers Agents:**

**M/s. CIL Securities Limited**  
214, Raghava Ratna Towers,  
Chirag Ali Lane, Abids,  
Hyderabad – 500 001.  
Phone: 040 – 2320 2465 / 3155  
Fax: 040 – 2320 3028

**NOTICE**

NOTICE is hereby given that the 24th Annual General Meeting of the Members of the Company, **M/s. Allsoft Corporation Limited (CIN:L99999TG1991PLC013252)** will be held on Wednesday, the 30th day of September, 2015 at 11.00 A.M. at the Registered Office : Ground Floor of 91, Bhuvana Towers, S D Road, Secunderabad-500 003 to transact the following business items:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Profit & Loss Statement for the year ended 31<sup>st</sup> March 2015, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Srinivas Bejju (DIN 0652672), who retires by rotation and, being eligible, offers himself for re-appointment and in this connection to consider and if deemed fit, to pass the following Resolution as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Mr. Srinivas Bejju having (DIN 0652672), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

3. To appoint a Director in place of Mr. Ajay Chauhan (DIN 00629472), who retires by rotation and, being eligible, offers himself for re-appointment and in this connection to consider and if deemed fit, to pass the following Resolution as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Mr. Ajay Chauhan (DIN 00629472), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

4. To Re-appoint **M/s. P. Murali & Co., Chartered Accountants**, (Firm Registration Number-007257S) Chartered Accountants as the Statutory Auditors of the Company by passing the following resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, the retiring Statutory Auditors of the Company **M/s. P. Murali & Co.**, Firm Registration Number (007257S), Chartered Accountants, being eligible for appointment be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS:****5. APPOINTMENT OF DIRECTOR**

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

**"RESOLVED THAT** pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Malka Naveen Kumar (DIN: 05323460), who was appointed as an Additional Director of the Company by the Board of Directors in terms of section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**6. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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 of Directors**

**Sd/-**

**B SRINIVAS  
MANAGING DIRECTOR  
(DIN 06502672)**

Place: Secunderabad

Date: 14.08.2015

## NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and **vote instead of himself and the proxy need not be a Member of the Company.**
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from 24.09.2015 to 30.09.2015, both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s CIL Securities limited to provide efficient and better services.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s CIL Securities Limited, Registrar and Share Transfer Agents, 214, RaghavaRatna Towers, Chirag Ali Lane, Abids, Hyderabad-500001 for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or M/s CIL Securities Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

9. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members are requested to bring their copies of the Annual report to the Meeting and the same will not be distributed at the meeting.
10. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
- A) In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com).
- B) THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:  
SECTION A - E-VOTING PROCESS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26<sup>th</sup> September, 2015 (9.00 a.m. IST) and ends on 29<sup>th</sup> September 2015 (5.00 p.m. IST). 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, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</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 ALLSOFT CORPORATION LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### C. Other Instructions:

i. The e-voting period commences on 26<sup>th</sup> September, 2015 (9.00 a.m. IST) and ends on 29<sup>th</sup> September 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. Mrs. N. Madhavi, Partner of M/s. A S Ram Kumar & Associates, Practicing Company Secretaries (Membership No. ACS 16866 and CP No.11732), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

iii. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mrs. N. Madhavi, Practicing Company Secretary, at the Registered Office of the Company not later than 29<sup>th</sup> September 2015 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [allsoftcorporation@gmail.com](mailto:allsoftcorporation@gmail.com) by mentioning their Folio / DP ID and Client ID No. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.allsoftcorporation.com](http://www.allsoftcorporation.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the Twenty Fourth AGM of the Company to be held on 30.09.2015.

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO: 5**

In order to broad base and strengthen the Board of the Company by induction of Directors, the Board of Directors have appointed Mr. M. Naveen Kumar as an Additional Director of the Company with effect from 11th August 2015.

Under Section 161(1) of the Companies Act, 2013 Mr. M. Naveen Kumar holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing his candidature for the office of Director of the Company, under section 160 of the Companies Act, 2013. Mr. M. Naveen Kumar does not hold any shares in the Company.

The Board considers that his appointment would be of immense benefit to the Company. In the opinion of Board of Directors, Mr. M. Naveen Kumar satisfies the conditions prescribed in the Act and the Corporate Governance norms for a Director and the Board recommends his appointment to the members of the Company. His other directorships include Malka Power Pvt.Ltd., Malka Renewable Energy Pvt. Ltd., Pahlavi Power & mines Ltd., Shalivahana (Bio Mass) Power Project Ltd., Mouli Infra & ventures Pvt. Ltd., Venkateshwara Fuel Services (India) Ltd., Satakari Estates Pvt. Ltd.