

**20<sup>TH</sup> ANNUAL REPORT**  
**SERVE ALL INVESTMENTS LIMITED**  
**2004-2005**

**SERVE ALL INVESTMENTS LIMITED**

REGD. OFFICE: Plot No.42, Sagar Society, Banjara Hills, Road No.2, Hyderabad-500034.

**NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING**

Notice is hereby given to all the members of the Company that the Twentieth Annual General Meeting of the company will be held on Friday, July 29th, 2005 at 11.30 A.M at the Registered Office of the Company at Plot No.42, Sagar Society, Banjara Hills, Road No.2, Hyderabad-500034 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Annual Accounts consisting of Balance Sheet as at 31<sup>st</sup> March, 2005, Profit & Loss Account for the year ended 31<sup>st</sup> March, 2005 together with notes and schedules thereto and the reports of Directors and Auditors thereon.
2. To appoint Auditors and to fix their remuneration. The retiring Auditors M/s. P.Murali & Co, Chartered Accountants, Hyderabad being eligible offer themselves for reappointment.

**SPECIAL BUSINESS**

3. To consider and if thought fit, to pass the following resolution with or without modification as an ordinary resolution

"RESOLVED THAT pursuant to Section 257 and other applicable provisions of the Companies Act, 1956, Consent of the Company be and is hereby accorded to appoint Shri Venkata Subba Rao Kancherla as a Director of the Company whose office shall not be liable to retirement by rotation."

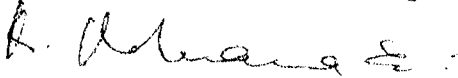
4. To consider and if thought fit, to pass the following resolution with or without modification as an ordinary resolution

" RESOLVED THAT pursuant to Section 257 and other applicable provisions of the Companies Act, 1956, Consent of the Company be and is hereby accorded to appoint Shri Ram R Kancherla as a Director of the Company liable to retire by rotation."

- 5.To consider and if thought fit, to pass the following resolution with or without modification as an ordinary resolution

" RESOLVED THAT pursuant to Section 257 and other applicable provisions of the Companies Act, 1956, Consent of the Company be and is hereby accorded to appoint Shri Venkat Davarapalli as a Director of the Company liable to retire by rotation."

**For Serve-All Investments Limited**

  
**Director**

**SERVE ALL INVESTMENTS LIMITED**

REGD. OFFICE: Plot No.42, Sagar Society, Banjara Hills, Road No.2, Hyderabad-500034.

**6. To consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution:**

"Resolved that subject to the approval of the Registrar of Companies, Andhra Pradesh and such other approvals as may be required, consent of the Members be and is hereby given to the Change of Name of the Company from "SERVE ALL INVESTMENTS LIMITED" to "SERVEALL ENTERPRISE SOLUTIONS LIMITED"

"Resolved further that the Name "SERVE ALL INVESTMENTS LIMITED" wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the New Name "SERVEALL ENTERPRISE SOLUTIONS LIMITED"

"Further Resolved that Board of Directors be and is hereby authorized to do such deeds, acts and things and take all steps which in their absolute discretion deem necessary to give effect to the Resolution"

**7. To consider and if thought fit, to pass the following resolution with or without modification as a Ordinary Resolution**

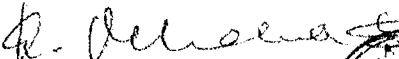
"RESOLVED THAT pursuant to the provisions of Section 94(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, the authorized share capital of the Company be and is hereby increased from Rs.100,00,000/- (Rupees One Crore only) to Rs.500,00,000( Rupees Five Crores only) by creation of 40,00,000 (Forty Lakhs only) Equity shares of Rs.10/- each ranking for dividend and in all other respects pari passu with the existing equity shares".

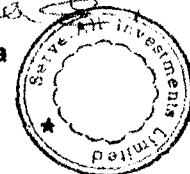
"FURTHER RESOLVED THAT Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby amended by deleting the words and figures ie. Rs.1, 00,00,000(Rupees One Crore only) divided into 10,00,000 (Ten Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only ) each and substituting in its place the words and figures Rs.500,00,000/- ( Rupees Five Crores only ) divided into 50,00,000 (Fifty Lakhs only) Equity Shares of Rs.10/-(Rupees Ten only) each."

" FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, and things as may be deemed expedient and necessary to give effect to this resolution."

Place: Hyderabad  
Date: 25.06.2005

By order of the Board  
For Serve All Investments Limited

  
Mohana Rao Kancharla  
Director



**SERVE ALL INVESTMENTS LIMITED**

REGD. OFFICE: Plot No.42, Sagar Society, Banjara Hills, Road No.2, Hyderabad-500034.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IS ENCLOSED HERewith. PROXY FORM IF INTENDED TO BE USED, IT SHOULD BE RETURNED TO THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE ANNUAL GENERAL MEETING.

2. The register of members and the Share Transfer Register will remain closed from Monday, 25<sup>th</sup> of July to Friday, 29<sup>th</sup> of July (both days inclusive) in terms of the provisions of section 154 of the Companies Act, 1956.

3. An explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.



**For Serve-All Investments Limited**

A handwritten signature in black ink, appearing to read 'A. Rahman', is written over the printed name of the Director.

**Director**

**SERVE ALL INVESTMENTS LIMITED**

REGD. OFFICE: Plot No.42, Sagar Society, Banjara Hills, Road No.2, Hyderabad-500034.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

**Item No.3.:**

**Profile of Mr.Venkata Subba Rao Kancherla.**

Mr. Venkata Subba Rao Kancherla is the Director of "Computech Enterprise Solutions Private Limited" (100 % EOU under STPI) based in the city of Hyderabad, A.P. Mr. Kancherla has above 12 years of Information Technology experience in United States of America and Canada. He was instrumental in start up and management operations of Computech Enterprise Solutions Pvt Ltd in India and CES USA INC, USA a WOS of Computech enterprise Solutions Pvt Ltd. Mr. Kancherla's academic credentials include Bachelors in Sciences from Andhra University and Masters in Business Administration from Osmania University.

Mr.Venkata Subba Rao Kancherla was appointed as an Additional Director on September 30<sup>th</sup>, 2004 by the Board of Directors. He holds office till the conclusion of this Annual General Meeting. A notice has been received from a shareholder as per Section 257 signifying his intention to propose Mr.Venkata Subba Rao Kancherla as a Director of the Company along with the a deposit of Rs.500/- as required under the aforesaid Section.

The Board recommends the appointment of Mr.Venkata Subba Rao Kancherla as a Director of the Company. The Resolution needs to be passed as an Ordinary Resolution.

With the exception of Mr.Venkata Subba Rao Kancherla and his brother-Mr.Ram Kancherla, None of the other Directors of the Company is in any way concerned or interested in the resolution.

**Item No 4.:**

**Profile of Mr.Ram R Kancherla**

**Mr.Ram R Kancherla** completed his Graduation in Science from Andhra University and qualified as a Chartered Accountant. He completed his Master of Science in Computer-Based Information Systems from Eastern Michigan University and also qualified as Certified Public Accountants from American Institute of Certified Public Accountants. He has over 10 decades of experience in the field of Information Systems. He co-founded the *Computech, Inc., USA* and *Systech, Inc., USA*

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**For Serve-All Investments Limited**



**Director**

**SERVE ALL INVESTMENTS LIMITED**

REGD. OFFICE: Plot No.42, Sagar Society, Banjara Hills, Road No.2, Hyderabad-500034.

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Mr. Ram R Kancharla was appointed as an Additional Director on September 30<sup>th</sup>, 2004 by the Board of Directors. He holds office till the conclusion of this Annual General Meeting.

A notice has been received from a shareholder as per Section 257 signifying his intention to propose Mr. Ram R Kancharla as a Director of the Company along with the a deposit of Rs.500/- as required under the aforesaid Section.

The Board recommends the appointment of Mr. Ram R Kancharla as Director of the Company. The Resolution needs to be passed as an Ordinary Resolution.

With the exception of Mr. Ram Kancharla and his brother-Mr. Venkat Subba Rao Kancharla, None of the other Directors of the Company is in any way concerned or interested in the resolution.

**Item No.5:**

**Profile of Mr. Venkat Davarapalli**

Mr. Venkat Davarapalli has co-founded two companies viz HCL Enterprise Solutions, USA & Computech, Inc USA in Computer Consulting and Training areas. He has over 15 Years of experience in the areas of Computer Consulting, Training, Market Research etc in USA. Mr. Davarapalli has pioneered the concept of client/server training to the public in USA.

Mr. Venkat Davarapalli was appointed as an Additional Director on September 30<sup>th</sup>, 2004 by the Board of Directors. He holds office till the conclusion of this Annual General Meeting. A notice has been received from a shareholder as per Section 257 signifying his intention to propose Mr. Ram R Kancharla as a Director of the Company along with the a deposit of Rs.500/- as required under the aforesaid Section.

The Board recommends the appointment of Mr. Venkat Davarapalli as Director. The Resolution needs to be passed as an Ordinary Resolution.

With the exception of Mr. Venkat Davarapalli, None of the other Directors of the Company is in any way concerned or interested in the resolution.

**For Serve-All Investments Limited**

  
[Director]

**SERVE ALL INVESTMENTS LIMITED**

REGD. OFFICE: Plot No.42, Sagar Society, Banjara Hills, Road No.2, Hyderabad-500034.

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**Item No.6.:**

As the members are aware, the company had changed its Main objects clause of the Memorandum of Association of the Company to include software business. Therefore, the Board of Directors felt it necessary to change its name suitably. On an application made to The Registrar of Companies, they had made available the name SERVE ALL ENTERPRISE SOLUTIONS LIMITED VIDE their letter No.RAP/NA/63399/IAA. The Board of Directors had approved the name in their Meeting and requests the shareholders to give their consent to the Name change.

The Board recommends the Resolution to be passed as a Special Resolution.

None of the Directors may be treated as interested in the Resolution.

**Item No.7:**

The present Authorized Capital of the Company is Rs.1, 00, 00,000/- (Rupees One Crore only). The Authorized Capital of the Company will not be sufficient keeping in view the proposed merger of the Company with Computech Enterprise Solutions Private Limited. Therefore it is proposed to increase the Authorized share capital of the Company to Rs.5, 00, 00,000 (Rupees Five Crores only). The increase in the Authorized capital to the proposed level of Rs.5, 00, 00,000 (Rupees Five Crores only), if adopted by shareholders would enable the Board of Directors of your Company till such appropriate times as the Board may decide to issue and allot further shares to augment the financial Resources/Equity swaps. The Increase in the capital of the Company requires to be sanctioned by the members at a General Meeting. Further the increase in the Authorized capital of the company requires consequential amendment of the capital clause of the Memorandum of Association of the Company. Hence the proposed resolution.

Your Directors recommend the resolution for approval as an ordinary resolution

None of the Directors of the Company is in any way concerned or interested in the resolution.

**By order of the Board  
For Serve All Investments Limited**

  
**Mohana Rao Kancharla  
Director**



**Place: Hyderabad  
Date: 25.06.2005**

**SERVE ALL INVESTMENTS LIMITED**

REGD. OFFICE: Plot No.42, Sagar Society, Banjara Hills, Road No.2, Hyderabad-500034.

**DIRECTORS REPORT**

To  
The Members

Your Directors have pleasure in presenting their Twentieth Annual Report together with the Audited Accounts for the period ended 31<sup>st</sup> March 2005.

**FINANCIAL RESULTS:**

The Financial results for the period ended 31<sup>st</sup> March 2005 are summarized below:

	(Rs. in Lakhs)	
	<b>2004-2005</b>	<b>2003-2004</b>
Gross Income from Operations	13.09	4.13
Gross Profit/Loss before Depreciation	7.85	(72.70)
Less: Finance Charges	0.05	Nil
Depreciation	0.21	Nil
Profit/(Loss)	7.59	(72.70)
Extraordinary items	35.06	64.18
Provision for Tax	--	(0.86)
Profit/Loss after Tax	(27.47)	(71.83)
Provision for deferred Tax	0.28	--
Balance brought forward	(31.96)	39.86
Balance Transferred to Balance sheet	(59.71)	(31.96)

**CHANGE IN THE REGISTERED OFFICE OF THE COMPANY:**

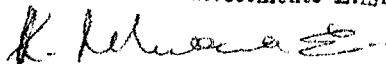
The Registered Office of the Company has been shifted from the State Of Gujarat to the State of Andhra Pradesh vide a Certificate from the Registrar of Companies of Andhra Pradesh confirming the Order of the Company Law Board dated 28<sup>th</sup> March, 2005.

**CHANGE IN THE REGISTRAR AND SHARE TRANSFER AGENTS.**

The Registrar and Share Transfer Agents of the Company has been changed from MCS Limited, Alkapuri, Baroda to Aarti Consultants Private Limited, Domalguda, Hyderabad.

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For Serve-All Investments Limited



**Director**