



**COMP-U-LEARN TECH INDIA LTD.**

**12<sup>TH</sup>**  
**ANNUAL REPORT**  
**2008-09**

## Comp-U-Learn Tech India Limited

### BOARD OF DIRECTORS

Mr.K.S.Rao  
Mr.Gottipati S.S.prasad  
Mr.P.Jagadeesh Babu  
Mr.P.V.V.Satyanarayana  
Mr.V.Suresh Babu  
Mr.V.Venkateswarlu  
Mr.Baljinder Sharma  
Mr.Raj Kosaraju  
Mr. Bhavani Prasad Kale

- Managing Director
- Director
- Director
- Director
- Director
- Director
- Director
- Additional director  
(w.e.f. 14<sup>th</sup> August, 2009)
- Additional director  
(w.e.f. 1<sup>st</sup> September, 2009)

Mr. P. Obul Reddy

### AUDITORS

M/s.Balaji Vishvanath & Co.  
Chartered Accountants  
202, Krishnaveni Arcade  
Bhagyanagar Colony,  
Kukutpally,  
Hyderabad-500072  
Ph: 040-23161679

### BANKERS

: **AXIS Bank**  
Srinagar Colony, Hyderabad

**UCO Bank,**  
62, M.G.Road, Secunderabad  
**HDFC Bank,**  
Banjara Hills, Hyderabad.

### REGISTRAR AND SHARE TRANSFER AGENTS

Big Share Services Private Limited,  
G-10, Left Wing, Amrutha Ville,  
Opp.Yashodha Hospital,  
Somajiguda, Raj Bhavan Road,  
Hyderabad-500082  
Ph: 040-23374967  
Fax: 040-23370295

### REGISTERED OFFICE

4<sup>th</sup> Floor, My Home Tycoon,  
Life Style Building, Greenlands,  
Begumpet, Hyderabad-500016

### LISTED AT

THE BOMBAY STOCK EXCHANGE LIMITED

### Date, time and Venue of the 12<sup>th</sup> Annual General Meeting

Wednesday, the 30<sup>th</sup> September, 2009  
at 10.00 a.m.

2<sup>nd</sup> Floor, Vasavi Club, 6-1-91, 2<sup>nd</sup> Floor, Vasavi  
Seva Kendram, Opp.Meera Theater, Khairtabad,  
Hyderabad-500004

### Book Closure :

27.09.2009 to 30.09.2009  
(Both days inclusive)

## Comp-U-Learn Tech India Limited

**NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING**

Notice is hereby given to all the members of the Company that the Twelfth Annual General meeting of the Company will be held on Wednesday, the 30<sup>th</sup> September, 2009 at 10.00 a.m. at **Vasavi Club, 6-1-91, 2<sup>nd</sup> Floor, Vasavi Seva Kendram, Opp.Meera Theater, Khairatabad, Hyderabad-500004** to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Annual Accounts consisting of Balance Sheet and Profit and Loss Account as on 31<sup>st</sup> of March, 2009 together with the notes and schedules thereto and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Raj Kosaraju who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr.V. Venkateswarlu who retires by rotation and has not offered himself for reappointment.
4. To appoint a Director in place of Mr. P.V.V. Satyanrayana who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration. The retiring Auditors M/s.Balaji Viswanath & Co, Chartered Accountants, Hyderabad being eligible offer themselves for reappointment.

**SPECIAL BUSINESS:**

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.  
 "RESOLVED that Mr. Bhavani Prasad Kale, who was appointed with effect from 14.08.2009 as Additional Director of the Company and holds office up to the date of this Annual General Meeting under Section 260 of the Companies Act,1956 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose office shall be liable to determination through retirement by rotation."
7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.  
 "RESOLVED that Mr. P. Obul Reddy, who was appointed with effect from 01.09.2009 as Additional Director of the Company and holds office up to the date of this Annual General Meeting under Section 260 of the Companies Act,1956 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose office shall be liable to determination through retirement by rotation."
8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution  
 "RESOLVED THAT pursuant to Section 149(2A) of the Companies Act, 1956 consent of the Company be and is hereby accorded to the commencement of the business to generate, receive, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative consultant, collaborator, or otherwise to deal in electric power in all its branches of such place or places as may be permitted by appropriate authorities by establishments by thermal power plant and other power plant based on any sources of energy as may be developed or invented in future as specified in sub-clause (4) of clause C of the Objects Clause III of the Memorandum of Association of the Company either by itself or by forming a subsidiary company."
9. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:  
 "(a) Resolved that pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), Foreign

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Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended, the Securities and Exchange Board of India (SEBI) Regulations and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (GOI), the Reserve Bank of India (RBI), SEBI and/or any other competent authorities and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's shares are listed and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof) consent of the Company be and is hereby accorded to the Board to offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares with or without a green shoe option, American Depository Receipts (ADRs), Global Depository Receipts (GDRs), in registered or bearer form, Qualified Institutional Placement (as defined by the SEBI (DIP) Guidelines, 2000) pursuant to a Qualified Institutions Placement, as provided under Chapter XIII A of the SEBI DIP Guidelines (QIP) and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, to any eligible person, including foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), Foreign Institutional Investors, Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, stabilizing agents, and/or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "Investors") through public issue(s) of prospectus in India or outside India, a qualified institutional placement, a rights offering, private placement(s)/ preferential allotment in India or outside India, or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with Lead Managers, up to an amount not exceeding Rs. 200 Crores (Rupees two hundred crores only) either in foreign currency or Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

- b) RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decide to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date").
- (c) RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares being pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.

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- (d) RESOLVED FURTHER THAT such of these Securities to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion thinks fit in accordance with the provisions of law.
- (e) RESOLVED FURTHER THAT the issue to the holders of the securities with equity shares underlying such securities shall be inter alia, subject to suitable adjustment in the number of shares, the price and the time period, etc. in the event of any change in the equity capital structure of the Company consequent upon any merger, amalgamation, takeover or any other re-organisation or restructuring in the Company.
- (f) RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and institution / trustees / agents and similar agreements / and to remunerate the managers, underwriters and all other agencies / intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.
- (g) RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage / charge under Section 293(1)(a) of the said Act in respect of the aforesaid Securities either on pari passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- (h) RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or the Chairman or any other Officers / Authorised Representatives of the Company to give effect to the aforesaid resolution."

Date: 01-09-09

Place: Hyderabad

For COMP-U-LEARN TECH INDIA LIMITED

Sd/-

K.S.RAO

MANAGING DIRECTOR

#### 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 27<sup>th</sup> September, 2009 to 30<sup>th</sup> September, 2009 (both days inclusive) in terms of the provisions of section 154 of the Companies Act, 1956.
3. The members are requested to intimate promptly any change in their address to the share transfer agent Big share Services Private Limited, G-10, Left Wing, Amrutha Ville, Opp Yashodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad- 500 082 .Ph: 040- 23374967,Fax: 040-23370295.



## Comp-U-Learn Tech India Limited

### EXPLANATORY STATEMENTS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 AND CLAUSE 49 OF THE LISTING AGREEMENT.

Item No. 6. Mr. Bhavani Prasad Kale, is a qualified Cost Accountant with rich experience in fields of finance, legal and administration. He served number of companies in various capacities and was instrumental in development of systems and administrative procedures in companies he served. His vast experience would be of great use for the company. Your directors, thus recommend his appointment and commend resolutions to the members for passing. None of the directors except for the persons being appointed is interested or concerned in any way in the proposed resolution.

Item No. 7 Mr. P. Obul Reddy is a Graduate in Law and Commerce and a qualified Company Secretary. He has got 20 Years of experience in finance, legal, corporate planning and administration. He served many corporates in various capacities and held positions such as G. M. Finance and Company Secretary, President-Finance, Director Finance etc. His vast exposure to several high end corporate matters such as Structuring, Restructuring, Budgeting, Control, Mergers, acquisitions, bought out deals can be leveraged in a bid to attain the growth of the company. Your directors, thus recommend his appointment and commend resolutions to the members for passing. None of the directors except for the persons being appointed is interested or concerned in any way in the proposed resolution.

#### Item No.8

Your Company presently carries on the business of IT enables services (ITES), call center and business process outsourcing (BPO), intuition training and strategic alliances etc. The management of the Company is confident that the power generation would be going to be a thrust area in the future and hence wishes to take up the business of power generation through establishing a power plant.

The Company is authorized to undertake the proposed business under subclause C of clause III of Memorandum of Association. The Board is satisfied that the proposed business can be combined conveniently and advantageously with the existing business of the Company under the existing circumstances.

According to section 149(2A) of the Companies Act, 1956, no Company can commence any new business unless the Company has approved the commencement of such new business by a special resolution passed in that behalf at a general meeting.

As the commencement of the proposed business in terms of sub-clause C of clause III of the Memorandum of Association of the Company may be considered to be the commencement of a new business within the meaning of section 149 (2A) of the Act, it is necessary to obtain the approval of the members by a special resolution to such commencement of new business pursuant to the said section.

The resolution is intended for this purpose. The Companies Memorandum of Association is open for inspection at the Company's registered office during usual business hours on any working day.

Your directors commend the resolution for your approval.

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

#### Item No.9

The Company is planning to establish a power project. This will be high capital intensive project. The Company, also, in order to enhance its global competitiveness, and the ability to compete with the peer group in domestic and international markets, needs to strengthen its financial position by augmenting long term resources.

The proposed special resolution seeks the enabling authorisation of the Members of the Company to the Board of Directors (Board), without the need of any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter XIII-A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 ("SEBI DIP Guidelines").

**Comp-U-Learn Tech India Limited**

Pursuant to the above, the Board may, in one or more tranches, issue and allot equity shares/ fully convertible debentures/ partly convertible debentures / non convertible debentures with warrants/ any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities").

The said QIP by the Board shall be subject to the provisions of the SEBI DIP Guidelines (as amended from time to time) including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decide to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The securities issued pursuant to the offering would be listed on the Indian stock exchanges.

Section 81(1A) of the Companies Act, 1956 and Listing Agreement entered with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorization of the Members to the Board of Directors to make the proposed issue of Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provisions of rules, regulations or guidelines.

The Board of Directors accordingly recommends the resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company s, in any way, concerned or interested in the said resolution, except to the extent of their shareholding.

Date: 01-09-09

Place: Hyderabad

For **COMP-U-LEARN TECH INDIA LIMITED**

Sd/-

**K.S.RAO**

**MANAGING DIRECTOR**

## Comp-U-Learn Tech India Limited

**DIRECTOR'S REPORT**

To

The Members

Your Directors present their Twelfth Annual Report together with the Audited Accounts for the period ended 31<sup>st</sup> March, 2009.

**FINANCIAL RESULTS:**

The Financial Results for the period ended 31<sup>st</sup> March, 2009 are summarized below.

(Rs. In lakhs)

|                                       | 2008-09  | 2007-08  |
|---------------------------------------|----------|----------|
| Gross Income from Operations          | 543.63   | 713.57   |
| Gross Profit/Loss before Depreciation | 146.56   | 345.39   |
| Less:- Finance Charges                | -        | -        |
| Depreciation                          | 27.65    | 9.31     |
| Profit/(Loss)                         | 118.91   | 336.07   |
| Provision for Tax                     | 22.42    | 11.67    |
| Income tax                            | -        | -        |
| F.B.T 1.03                            | -        | -        |
| Deferred Tax 21.39                    | -        | -        |
| Profit/Loss after Tax                 | 96.49    | 324.40   |
| Balance transferred to Balance Sheet  | (573.64) | (670.13) |

**PERFORMANCE:**

During the year under review 2008-09, your company had a turnover of Rs.543.63 lakhs. The Company had earned a Net profit of Rs.96.49 lakhs for the year under review, but as the Company has carry forward losses from the Previous year the balance transferred to the Balance Sheet is still a Loss. Owing to the same, your Directors express their inability to declare dividend for the financial year 2008-09. The Company is likely to vastly improve its performance in the coming years.

**DEPOSITS:**

The company has not accepted any deposits from the public during the year under review.

**AUDITORS:**

M/s.Balaji Viswanath & Co., Chartered Accountants, Hyderabad, Statutory Auditors of the Company will retire at the conclusion of this Annual General Meeting. However, being eligible they offer themselves for reappointment and confirmed that their reappointment will be within the limits specified under section 224(1B) of the Companies Act, 1956.

**AUDITOR'S REPORT:**

The auditors comments on the Company's accounts for the year ended on 31<sup>st</sup> March, 2009 are self explanatory in nature and do not require any explanation as per the provisions of section 217(3) of the Companies Act, 1956.

**INSURANCE:**

All the fixed Assets and movable assets of the company are adequately insured.

**PREFERENTIAL ALLOTMENT OF SHARES AND WARRANTS:**

The Company has issued on preferential basis to other than promoters, 30,00,000 Equity Shares and 35,00,000 Convertible Equity share warrants at an issue price of Rs.17.50/- (Inclusive of premium of Rs.7.50/-) on 16<sup>th</sup> of April, 2008. The Application money of Rs.3.85,25,000/- (Rupees Three Crore Eighty Five lakhs and twenty five thousand), received towards the application money of COMP-U-LEARN TECH INDIA LIMITED Shares and warrants (for warrants-application money of 10% on the issue price of Rs.17.50/-) have been utilized for the objects stated in the Notice of the Extraordinary General meeting held on 27<sup>th</sup> of February, 2008 at which the preferential Issue as per section 81(1A) of Companies Act, 1956 was approved.

**DEVELOPMENT OF NEW SOFTWARE:**

During the year the company has developed a new software for EMERGENCY MEDICAL SERVICES. The software will be useful in implementation of emergency services in various Hospitals. Your company already has enquiries from various corporate hospitals and the product is expected to be huge success.

**DIRECTORS:**

There was no change in Board of Directors of the Company except appointment of Mr. Bhavani Prasad Kale as Additional Director w.e.f. 14-08-2009 and the appointment of Mr. P. Obul Reddy as Additional Director w.e.f. 01-09-2009.



**Comp-U-Learn Tech India Limited**

The brief particulars of directors, for which your approval is being sought for their appointment, have been given in the Explanatory statement attached to the Notice of the Meeting pursuant to the provisions of Clause 49 and Corporate Governance. Your directors recommend their appointment as directors at this ensuing Annual General Meeting.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956, it is hereby confirmed:

- that in preparation of annual accounts for the year ended 31st March, 2009, the applicable accounting standards have been followed and that no material departures have been made from the same;
- that the Directors have 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 at the end of the financial year and of the profit or loss of the Company for year ended on that date;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts for the year ended 31st March, 2009 on a going concern basis.

**PARTICULARS OF EMPLOYEES:**

In accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, the particulars of Employees of the Company are -Nil-

**CONSERVATION OF ENERGY ETC.,**

Additional information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed in terms of section 217 (1) (e) of the Companies Act, 1956 read with the Companies

(Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is given hereunder.

**A.Conservation of Energy – Not Applicable.**

The Provisions are not applicable, as it is an information technology and software services Company. However, the company takes all steps to conserve energy by optimal utilization of power.

**B.Technology Absorption** – The Company has constantly upgraded its technology to the latest in the Global Market, for both its training centers and software development.

**C.Research and Development:** Your Company is constantly working to build a state of Art Research and Development Centre to enhance the quality of its end products.

**Benefits derived from such Research and Development:**

As the customer uses the end product, the benefit from the customer satisfaction will be ultimately passed on to the company in terms of increase in sales.

**C.Foreign exchange earnings and outgo**

|                           | Rs.in lakhs |         |
|---------------------------|-------------|---------|
|                           | 2008-09     | 2007-08 |
| Foreign Exchange Earnings | 486.11      | 536.45  |
| Foreign Exchange Outgo    | Nil         | Nil     |

**PERSONNEL :**

Relations with the employees continued to be cordial throughout the year. Your Directors place on record the appreciation for the efforts, dedication and active participation of employees in various initiatives during the year under review.

**CORPORATE GOVERNANCE:**

The report on the corporate governance is annexed, which forms part of this report

**ACKNOWLEDGEMENTS:**

Your directors take this opportunity to place on record their appreciation and gratitude for the cooperation, assistance, guidance and support extended by the Company's Bankers, Shareholders, customers and various Central and State Government Agencies and Local authorities. Your Directors also wish to place on record their sincere appreciation of unstinted support and co-operation extended by all the personnel at various levels of the Organization.

Place: Hyderabad  
Date: 01.09.2009

For and on behalf of the Board of Directors of  
**COMP-U-LEARN TECH INDIA LIMITED**

Sd/-  
K.S.Rao  
Managing Director

Sd/-  
P.Jagadeesh Babu  
Director