



Twenty Fourth Annual Report

2014 - 2015

BOARD OF DIRECTORS

Thiru Atul Anand, IAS, Chairman
Tmt. Unnamalai Thiagarajan, Managing Director
Thiru C. Ramachandran, IAS (Retd.)
Thiru J. Ravi
Thiru R. Ganapathi
Thiru H. Karthik Seshadri
Thiru K. Padmanaban
Thiru G. Senrayaperumal
Dr.V. Dharmalingam
Thiru K. Kasim, IPS (Retd.)
Thiru G. Chellakrishna
Thiru R. Sridhar

STATUTORY AUDITORS

M/s. S.H. Bhandari & Co.
Chartered Accountants
Bhandari Towers, 824, EVR Periyar Road
Kilpauk, Chennai 600 010

BANKERS

M/s. State Bank of India
Industrial Finance Branch
155, Anna Salai
Chennai 600 002

M/s. Axis Bank Limited
Thiruvanmiyur,
Chennai 600 041

M/s. Canara Bank
Tidel Park, Chennai 600 113

REGISTERED OFFICE

Elnet Software City
TS 140, Block No.2&9,
Rajiv Gandhi Salai,
Taramani, Chennai 600 113
Phone – 044 – 2254 1337 / 1098
Fax – 044 – 2254 1955
E-mail : elnet@md4.vsnl.net.in
Website : www.elnettechnologies.com

REGISTRARS AND SHARE
TRANSFER AGENTS

M/s. Cameo Corporate Services Limited
“Subramanian Building”, 5th Floor
No.1, Club House Road, Chennai 600 002
Phone – 044 – 2846 0390 (6 lines)
Fax – 044 – 2846 0129

TWENTY FOURTH ANNUAL REPORT 2014 - 15

FINANCIAL HIGHLIGHTS

(In ₹ Lakhs)

HIGHLIGHTS	2014-15	2013-14	2012-13	2011-12	2010-11
Gross Revenue	2330.04	2253.80	2169.21	1687.72	1606.45
Profits Before Tax	847.39	864.59	802.03	635.51	570.88
Taxation	284.69	280.69	263.13	214.16	206.27
Profits After Tax	562.70	583.90	538.90	421.35	364.61
Dividend & Dividend Taxes	67.40	65.52	65.52	55.79	56.79
Borrowings	426.34	426.34	426.34	426.34	873.44
Networth	4737.36	4299.21	3780.82	3298.38	2932.82
Earnings per Equity Share	14.07	14.60	13.47	10.53	9.12
Dividend on Equity Share	14%	14%	14%	12%	12%
Debt: Equity Ratio	0.09:1	0.1:1	0.1:1	0.1:1	0.3:1

Sl. No.	CONTENTS	Page Nos.
1	Notice to Members	4-13
2	E - Voting Facility	14-16
3	Directors' Report	17-38
4	Practising Company Secretary's Report on Corporate Governance	39
5	Management Discussion and Analysis	40
6	MR-3 Secretarial Auditor Report	41-42
7	Corporate Governance Report	43-61
8	Clause 49 Declaration by Managing Director	62
9	Certificate by CEO / CFO	62
10	Auditors' Report	63-67
11	Balance Sheet	68
12	Statement of Profit and Loss	69
13	Note 1 Share Capital	70
14	Note 2 Reserves and Surplus	71
15	Note 3 Long Term Borrowings	71-72
16	Note 4 Other Long Term Liabilities	72
17	Note 5 Long Term Provisions	72
18	Note 6 Trade Payables	72
19	Note 7 Other Current Liabilities	73
20	Note 8 Short Term Provisions	73
21	Note 9 Fixed Assets	74
22	Note 10 Non Current Assets	75
23	Note 11 Long Term Loans and Advances	76
24	Note 12 Other Non Current Assets	76
25	Note 13 Trade Receivables	76
26	Note 14 Cash and Cash Equivalents	77
27	Note 15 Short Term Loans and Advances	77
28	Note 16 Other Current Assets	77
29	Note 17 Revenue from Operations	78
30	Note 18 Other Income	78
31	Note 19 Employee Benefit Expense	78
32	Note 20 Finance Costs	79
33	Note 21 Other Expenses	79
34	Note 22 Notes forming part of Accounts	80-94
35	Cash Flow Statement	95-96
36	Statement Pursuant to Section 129	97
37	Consolidated Accounts Audit Report	98-103
38	Consolidated Accounts	104-133
39	Subsidiary Company - Directors' Report	134-135
40	Subsidiary Company - Auditors' Report	136-139
41	Subsidiary Company - Accounts	140-146

TWENTY FOURTH ANNUAL REPORT 2014 - 15

NOTICE

NOTICE is hereby given that the TWENTY FOURTH Annual General Meeting of ELNET TECHNOLOGIES LIMITED (CIN: L72300TN1990PLC019459) will be held on Wednesday, the 8th July 2015 at 11.00 AM (IST) at New Woodlands Hotel Pvt. Ltd., No.72-75, Dr.Radhakrishnan Salai, Mylapore, Chennai 600 004 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the Financial Year ended on 31st March 2015 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare Dividend on the equity shares.
3. To appoint Auditors and to fix their remuneration

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

“RESOLVED THAT pursuant to the provision of sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), pursuant to the recommendations of the Board of Directors, M/s.S.H. Bhandari & Co., Chartered Accountants (FRN : 000438S), Chennai be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of two (2) years from the conclusion of this Annual General Meeting till the conclusion of the 26th Annual General Meeting (Subject to ratification of such appointment by the Members at the subsequent Annual General Meeting) on a remuneration of Rs.3,25,000/- plus service tax as applicable”.

4. To appoint a Director in place of Thiru C. Ramachandran, IAS (Retd.) (DIN:0050893) who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS

5. RE-APPOINTMENT OF THIRU R. GANAPATHI AS INDEPENDENT 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 the provisions of Sections 149, 152, 160 and other applicable provisions, of the Companies Act, 2013 (“Act”), and under clause 49 of the Listing Agreement, Thiru R. Ganapathi, who was re-appointed as an Independent Director by the Board of Director’s meeting held on 30.07.2014 in respect of whom the Company has, as required by Section 149(6) of the Companies Act 2013, 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 an Independent Director of the Company to hold office for a second term of 5(Five) consecutive years from 30th July 2014 and is not subject to retire by rotation”.

6. RE-APPOINTMENT OF THIRU H. KARTHIK SESHADRI AS INDEPENDENT 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 the provisions of Sections 149, 152, 160 and other applicable provisions, of the Companies Act, 2013 (“Act”), and under clause 49 of the Listing Agreement, Thiru H. Karthik Seshadri, who was re-appointed as an Independent Director by the Board of Director’s meeting held on 30.07.2014 in respect of whom the Company has, as required by Section 149(6) of the Companies Act 2013, 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 an Independent Director of the Company to hold office for a second term of 5(Five) consecutive years from 30th July 2014 and is not subject to retire by rotation”.

7. RE-APPOINTMENT OF THIRU G. SENRAYAPERUMAL AS INDEPENDENT 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 the provisions of Sections 149, 152, 160 and other applicable provisions, of the Companies Act, 2013 (“Act”), and under clause 49 of the Listing Agreement, Thiru G. Senrayaperumal, who was re-appointed as an Independent Director by the Board of Director’s meeting held on 30.07.2014 in respect of whom the Company has, as required by Section 149(6) of the Companies Act 2013, 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 an Independent Director of the Company to hold office for a second term of 5(Five) consecutive years from 30th July 2014 and is not subject to retire by rotation”.

8. RE-APPOINTMENT OF THIRU K. KASIM, IPS, (Retd.) AS INDEPENDENT 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 the provisions of Sections 149, 152, 160 and other applicable provisions, of the Companies Act, 2013 (“Act”), and under clause 49 of the Listing Agreement, Thiru K.Kasim, IPS, (Retd.), who was re-appointed as an Independent Director by the Board of Director’s meeting held on 30.07.2014 in respect of whom the Company has, as required by Section 149(6) of the Companies Act 2013, 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 an Independent Director of the Company to hold office for a second term of 5(Five) consecutive years from 30th July 2014 and is not subject to retire by rotation”.

By Order of the Board of Directors
For Elnet Technologies Limited

Place : Chennai
Date : 22.05.2015

S. LAKSHMI NARASIMHAN
COMPANY SECRETARY

TWENTY FOURTH ANNUAL REPORT 2014 - 15

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. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of Annual General Meeting.
2. The relative explanatory Statement as required under Sec. 102 of the Companies Act 2013, in respect of the Business under item no.5 to item no.8 the accompanying Notice are annexed hereto.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. 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.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from 01.07.2015 to 08.07.2015 (Both days inclusive) for payment of dividend, if declared at the Meeting.
6. The payment of dividend, upon declaration by the shareholders, at the ensuing Annual General Meeting will be made within one month from the date of Annual General Meeting.
7. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their Bank details, change in address etc., to their Depository participant only and not to the Company's Registrar and Share Transfer Agent.

Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Share Transfer Agents to provide efficient and better service to the Members.

Pursuant to the provisions of Sec 124 of the Companies Act, 2013, dividend declared, which remain unclaimed for a period of seven years will be transferred by the Company to the Investor Education and Protection Fund as shown here under.

Financial Year	Unpaid / Unclaimed dividend as on 31.03.2015	Date of declaration	Due Date of the proposed transfer to Investor Education and Protection Fund
2007-08	3,85,520.00	30.07.2008	31.08.2015**
2008-09	2,57,049.00	07.07.2009	08.08.2016
2009-10	2,92,039.20	21.07.2010	24.08.2017
2010-11	3,54,114.40	28.06.2011	31.07.2018
2011-12	3,10,218.00	22.06.2012	24.07.2019
2012-13	2,44,598.20	20.06.2013	22.07.2020
2013-14	2,56,384.80	17.07.2014	20.07.2021
Total	20,99,923.60		

**** Please note that as per sec.124 of the Companies Act, 2013, the Company has to transfer the pending amount lying in the Unpaid Dividend account to Investor Education and Protection Fund within 30 days from the due date. Hence the said amount will be transferred accordingly.**

Members who have not so far received / encashed dividend for the aforesaid years are requested to seek payment of dividend by writing to the Company immediately. Members are also requested to note that no claims shall lie against the said fund or the Company in respect of any amounts which were unclaimed and unpaid for seven years from the date they first became due for payment and no payment shall be made in respect of any such claims.

8. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
9. Members who are holding shares in physical form are requested to intimate to the Registrar and Transfer Agents (R&TA) of the Company immediately about change in their address, if any.
10. Members may contact the Company at Email: elnet@md4.vsnl.net.in for any query.
11. Members who are holding shares in more than one folio are requested to intimate to the Registrars the details of all their folio numbers for consolidation into a single folio. Members who hold shares in dematerialized form are requested to write their Client ID and DPID and those hold shares in physical form are requested to write their folio no. in the attendance slip while attending the meeting for easy identification of attendance at the meeting.

TWENTY FOURTH ANNUAL REPORT 2014 - 15

12. Members are requested to
 - i) write to the Company at least seven days before the date of the Meeting, in case they desire any information as regards the Audited Accounts for the Financial year ended 31.03.2015, so as to enable the Company to keep the information ready.
 - ii) Quote registered folio number or Client ID in all the correspondence.
 - iii) Send all share transfer lodgments (physical mode) / correspondence to the Registrar and Share Transfer Agents of the Company.
13. Members are informed that trading and settlement of Company's shares through Stock Exchange has been made compulsory in Demat (Electronic) form. In view of this mandatory requirement the members are requested in their own interest to dematerialize their shareholding in the Company.
14. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
15. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.

Business Hours : Monday to Friday - 09.30 am to 05.30 am.
Saturday - 09.30 am to 01.00 pm
16. In respect of shares held in Electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on Tuesday 30th June 2015 as per the details furnished by National Securities Depository Limited (NSDL) and Central Depositories Services India Limited (CDSL), the Depositories, for this purpose.
17. Pursuant to clause 49 of the Listing Agreement, the brief resume/details of the Directors being re-appointed, annexed hereto.
18. The Reserve Bank of India (RBI), as instructed banks to move to the National Electronic Clearing Services (NECS)/NEFT/RTGS platform. In this regard, please note that if the members have not provided to the company or their Depository Participants (DP), the new Bank account, if any, allotted to them, after implementation of Core Banking Systems (CBS), credit of dividend through NECS/NEFT/RTGS to their old bank account number, may be rejected or returned by the Banking system. In the above circumstances, the members are requested to furnish the new Bank account number, if any, allotted to them by the Bank after it has implemented the CDS together with the name of the Bank,

Branch, nine digit MICR Bank/Branch code, account type by quoting their folio number, DP ID and client ID and photocopy of the cheque pertaining to their new Bank account, so that the dividend can be credited to the said bank account. Members who have not opted or updated their accounts are now requested to opt for this to avoid losses and delays. Members holding shares in physical for availing the NECS/NEFT/RTGS facilities should furnish a request in this regard to the Company/Company's Registrar and Share Transfer Agent, unit of Elnet Technologies Limited, (Share Transfer Agent), in the NECS/NEFT/RTGS form available with the company.

19. The Company is obliged to print such bank's details on the Dividend warrants as furnished by the DPs and the company cannot entertain any request for deletion/change of the bank details already printed on the dividend warrant(s), based on the information received from the concerned DPs without confirmation from them. In this regard, members are advised to contact their DPs and furnish them the particulars of any change desired, if not already provided.
20. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Share Transfer Agent, Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
21. Pursuant to Section 101 of Companies Act, 2013 read with the relevant Rules, the Company is allowed to serve documents like notice, annual reports, etc., in electronic form to its Members. Accordingly, the said documents of the Company for the financial year ended March 31, 2015, will be sent in electronic form to those Members who have registered their e-mail address with their DPs and made available to the Company by the Depositories. However, in case a Member wishes to receive a physical copy of the said documents, the Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to elnet@md4.vsnl.net.in. Accordingly, the Company shall update its database by incorporating/updating the designated e-mail address in its records. Please note that the said documents will also be uploaded on the website of the company at elnettechnologies.com and made available for inspection at the Registered office of the Company during business hours of the Company.