

IKF Technologies Limited

BOARD OF DIRECTORS

V G K Prasad Krishna Sandeep Kilaru Krishna Rajesh Kilaru Raghuram Vupputuri K V Venkateswara Rao P Jaya Kiran

AUDITORS

K.Hanumaiah, B.Com., F.C.A. Chartered Accountant, 1 & 2 Ground, RAM'S VSR Apartments, Mogalrajpuram, VIJAYAWADA-520010. (A.P.)

LISTING

Hyderabad Stock Exchange Limited, Hyderabad The Stock Exchange, Mumbai The Calcutta Stock Exchange Association Ltd. Calcutta

REGISTERED OFFICE

#20 & 21, Durgamcheruvu, Madhapur, Hyderabad - 500 033 Tel:(040)3100359 & 3100360 Non-Executive Chairman Managing Director Director NRI Director Director Director

BANKERS

ICICI Bank, Madhapur Branch, Hyderabad ICICI Bank, Patamata, Vijayawada Coastal Bank, Governorpet, Vijayawada Oriental Bank of Commerce, Vijayawada Federal Bank, Governorpet, Vijayawada

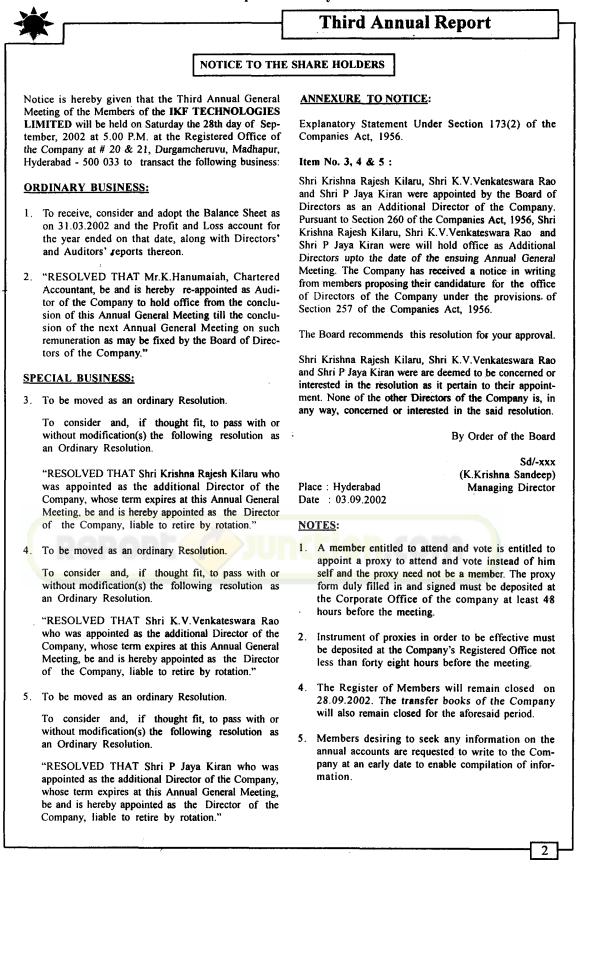
SHARE TRANSFER AGENTS

Bigshare Services Pvt. Limited E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), MUMBAI-400072

BOOK CLOSURE

Our Register of Members will remain closed from 28th September, 2002.

THIRD ANNUAL GENERAL MEETING		L GENERAL MEETING	CONTENTS	
Date	:	28th September, 2002	Notice	2
Time	:	5.00 P.M.	Directors' Report	3
Day	:	Saturday	Report on Corporate Governance	4
Venue	:	#20&21,	Auditors Report	7
		Durgamcheruvu,	Balance Sheet	9
		Madhapur,	Profit & Loss Account	10
		Hyderabad - 500 033	Schedules	11
		Tel. No.: (040)3100359	Notes to the Accounts	14
		(040)3100360	Balance Sheet Abstract	16
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IKF	Technologies	Limited
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DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in submitting the Third Balance Sheet and Profit & Loss A/c. of your Company together with the auditors report thereon.

1. REVIEW OF OPERATIONS:

The working results of the Company for the year are furnished as follows (Rs.in Lakhs)

		(·····,
Sł.	Particulars	Year ended 31.03.2002
01.	Sales	108.71
02.	Other Income	0.58
03.	Total Expenditure	110.14
04.	Profit/Loss before	
	Interest, Depn. & Taxes	(0.85)
05.	Interest	1.56
06.	Depreciation	6.96
07.	Provision for Taxation	0.00
08.	Net Profit/(Loss)	(9.37)
09.	Equity Share Capital	1035.35

Promise Vs. Performance

Projections (2001-02)	Actuals (2001-02)	
823.50	109.29	
14.23	1.56	
159.98	(9.37)	
8.26	0.00	
151.72	(9.37)	
1080.00	1035.35	
	(2001-02) 823.50 14.23 159.98 8.26 151.72	

(Rs.in Lakhs)

The variance in revenue was on account of delay in commencement of commercial operations and also recession in software industry and also depressive trends in international economies.

2. DIRECTORS:

During the year under review, Shri Ramachandra N Galla, Shri Srinivasa Rao Koganti and Smt. Vasumathi Devi Vupputuri relinquished their positions from the Board of Directors of the Company. Your directors wish to place on record their sincere appreciation of the valuable contributions made by them to the growth of your company during their tenure as Directors. Sri K.Hanumaiah, Chartered Accountant, statutory auditors of the Company will retire at the conclusion of the Annual General Meeting and are being eligible

and offer themselves for re-appointment.

4. EMPLOYEES:

3. AUDITORS:

It is to report that U/S 217 (2A) of the Companies Act, 1956 that there are no employees drawing salary of Rs.1,00,000 or more p.m. or Rs.12,00,000 or more per year or part there of.

Your directors also place on record their deep sense of appreciation of the services of the staff and workers of the company, who have contributed for the administration of the company's affairs.

5. INFORMATION U/S 217(1)(e):

Particulars U/S 217(1) (e) of the Companies Act, 1956 and the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 are given below:

a) Conservation of Energy:

The Company is making all efforts for conservation of energy. The Company's operations do not involve high-energy consumption. However, an effort to conserve energy goes on a continual basis.

b) Technology Absorption:

Particulars related to technology absorption is not applicable in our case.

c) Foreign Exchange Earnings & Outgoings:

The information related to foreign exchange earnings and outgo during the year under the review is provided in notes to accounts.

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Particulars	Year 2001-02
Foreign Exchange Earnings	37.70
Foreign Exchange Outgo	14.69

6. CORPORATE GOVERNANCE:

Your Company has complied with the provisions of Clause 49 of the Listing Agreement relating to Corporate Governance and believes that the initiatives on Corporate Governance will assist the Management in the efficient conduct of the business and in meeting its obligation to all its stakeholders.

7. DIRECTORS RESPONSIBILITY STATEMENT:

As required under the Companies Act, 1956, your Directors wish to state:

- a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the period under review;
- c) That they 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; and
- d) That they have prepared the accounts for the period ended 31st March, 2002 on a 'going concern' basis.
- 8. ACKNOWLEDGEMENTS:

Your directors express sincere thanks to the ICICI Bank, Coastal Bank, Federal Bank and Oriental Bank of Commerce for their support and encouragement.

Your Directors also wish to thank all the employees for their unstinted co-operation in achieving the good performance of your Company.

By Order of the Board

Place : Hyderabad Date : 03.09.2002 Sd/-xxx (K.Krishna Sandeep) Managing Director

Third Annual Report

REPORT ON CORPORATE GOVERNANCE

MANDATORY REQUIREMENTS:

Company's philosophy on Code of Governance

The Company's philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of its business and in meeting its obligations to its shareholders.

Board of Directors

Composition: The present strength of the Board is Six Directors. The Board comprises of Executive and Non-executive Directors. The Non-executive Directors bring independent judgment in the Board's deliberations and decisions. The Managing Director is the Wholetime Director of the Company. The remaining five are Non-executive Directors.

Director	No of Board Meetings attended during the year	Attendance at last AGM (29.09.01)	No.of other director ships
VGK Prasad	9	Yes	Two
Krishna Sandeep Kilaru	9	Yes	One
Krishna Rajesh Kilaru	2	No	One
Raghuram Vupputuri	1	Yes	Nil
KV Venkateswara Rao	9	No	Nil
P Jaya Kiran	9	No	Nil

Number of Board Meetings held and the dates of the Board Meetings

Eight Board Meetings were held during the year 2001-02 on the dates mentioned below:

۶	30.04.2001	≻	31.05.2001
۶	02.06.2001	>	31.07.2001
۶	21.08.2001	≻	31.10.2001
۶	22.11.2001	≻	31.01.2002
>	31.03.2002		

Audit Committee

Terms of Reference and Composition, Chairman and the Name of Members

The Audit Committee comprise of Mr.K.V.Venkateswara Rao, Independent Director and Mr.P.Jaya Kiran, Independent Director. The Terms of reference of this Committee are wide enough covering matters specified for Audit Committee under the Listing Agreements.

IKF Technologies Limited

Meeting and attendance during the year

There were four meetings of the Audit Committee during the financial year 2001-02 and the attendance of each member of the Committee is given below:

Name of the Director	No.of Meeting attended	% of total Meeting attended
K.V.Venkateswara Rao P.Jaya Kiran	4 4	100% 100%

Remuneration to the Directors

No Remuneration has been paid to the Directors during the financial year 2001-2002.

Investors/Shareholders Grievance Committee

The Company has formed an Investors/Shareholders Grievance Committee under the Chairmanship of Mr.K.V.Venkateswara Rao. The other member of the Committee is Mr.P.Jaya Kiran. The Committee shall look into the shareholder's and investor's complaints. Most of the complaints received from the Shareholders have been resolved except for the ones involved in legal disputes. The number of shares pending for transfer were Nil as on 31st March, 2002.

General Body Meetings

Details of the location of the past three AGMs and the details of the resolutions passed or to be passed by Postal Ballot.

- a) Second AGM was conducted on 29.09.2001 at the Registered Office of the Company.
- b) Postal Ballot procedure being a recent development no resolutions were put through postal ballot.

Disclosures

Disclosures on materially significant related transactions i.e., transactions of the company of a material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the company at large.

All transactions with the companies in which the Promoters are deemed to be interested were duly authorised by the Board and were in line with the approvals received from the Central Government.

Details of non-compliance by Company, penalties structures imposed on the Company by Stock Exchanges or SEBI or any statutory or any matter related to capital markets during the last three years is 31,000/-.

Means of Communication

80 Half-yearly report sent to the household of cach share holder

No, as the results of the Company are widely published in the newspapers

- 80 Quarterly results
 - No, as the results of the Company are widely published in the newspapers
- 80 Any website where displayed
 - No -
- 80 Whether it is also displayed in official news papers.

- No -

Presentations made to institutional investors or to analysts

- No -

- Newspapers in which results are normally published in
 - i) Business Standard
 - ii) Andhra Bhumi
- Whether Management Discussion and Analysis is a part of the Annual Report or not

- Yes -

General Shareholder information

teo AGM

- Date : 29th September, 2002 Time : 5.00 P.M
- Venue : # 20 & 21, Durgamcheruvu,
 - Madhapur, Hyderabad 500 033
- 80 Financial Calender

Results for the First quarter (April-June) last week of July

Results for the Second quarter (July-September) last week of October

Results for the Third Quarter (October-December) last week of January

Annual Results (April-March) last week of May

	_	
₽ P	·	
		Dist
	ate of Book Closure	Dist
28	th September, 2002.	Rar
રુ Lis	ting on Stock Exchanges	<u> </u>
Th	e Hyderabad Stock Exchange Limited	1 501 100
Th	e Stock Exchange, Mumbai	200
	e Calcutta Stock Exchange Association Limited, Icutta.	400 500 100
Th pai	e Listing Fees for the year 2002-2003 has been d	Tot
80 Re	gistrar and Transfer Agents	Cate
E/2 Sal An	gshare Services Pvt. Limited 2, Ansa Industrial Estate, kivihar Road, Sakinaka, dheri (East), JMBAI - 400 072	SI. No. 1. 2.
	are transfer system:	3. 4.
by me	the transfers received are processed and approved the Share Transfer Committee which normally ets twice in a month or more depending on the ume of transfers.	Dem As o tal w
es Ad	dress for correspondence:	NON
(a)	For\transfer\dematerialisation of shares and any other query relating to the shares of the Com- pany	a) C ti a
		n
	Bigshare Services Pvt. Limited E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka,	Y
	Andheri (East), MUMBAI - 400 072	b) R
(b)	For shares held in demat form	Т С
	Depository Participant	c) S
(c)	Any query on the Annual Report and for other correspondence	T in si
	M/s.IKF Technologies Limited Door No. 8-3-678/42/C/6, Flat No.113,	si A
	Myhome Mount View Apartments	li n
	Navodaya Colony, Yellareddyguda,	d) P
	Hyderabad - 500 073	

Third Annual Report

Distribution of Shareholding as on 31st March, 2002:

Range of Shares	No. of Shareholders	No of shares	Percentage Share Holding	
1 - 500	1787	45,87,980	4.30	
501 - 1000	322	26,81,980	2.51	
1001 - 2000	100	17,62,880	1.65	
2001 - 3000	145	37,43,800	3.51	
3001 - 4000	38	14,48,040	1.36	
4001 - 5000	57	27,85,000	2.61	
5001 - 10000	54	44,80,010	4.20	
10001 and above	184	8,52,00,310	79.86	
Total	2,687	10,66,90,000	100.00	

Categories of Shareholding as on March 31, 2002

SI. No.	Category	No.of Shares	% of Paid Up Capital
1.	Promoters	21,49,800	20.15
2.	Directors	13,00,200	12.19
2. 3.	Corporate Bodies	11,72,491	10.99
4.	General Public	60,46,509	56.67
	Total	10,66,90,000	100.00

Dematerialisation of Shares and Liquidity:

As on 31st March, 2002, 38.6% of the equity share capital were held in demat form.

NON MANDATORY REQUIREMENTS

a) Chairman of the Board: Whether the Chairman of the Board is entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his duties

Yes. The Company has the Chairman's Office at the Registered office.

b) Remuneration Committee

The Company has not yet set up a Remuneration Committee.

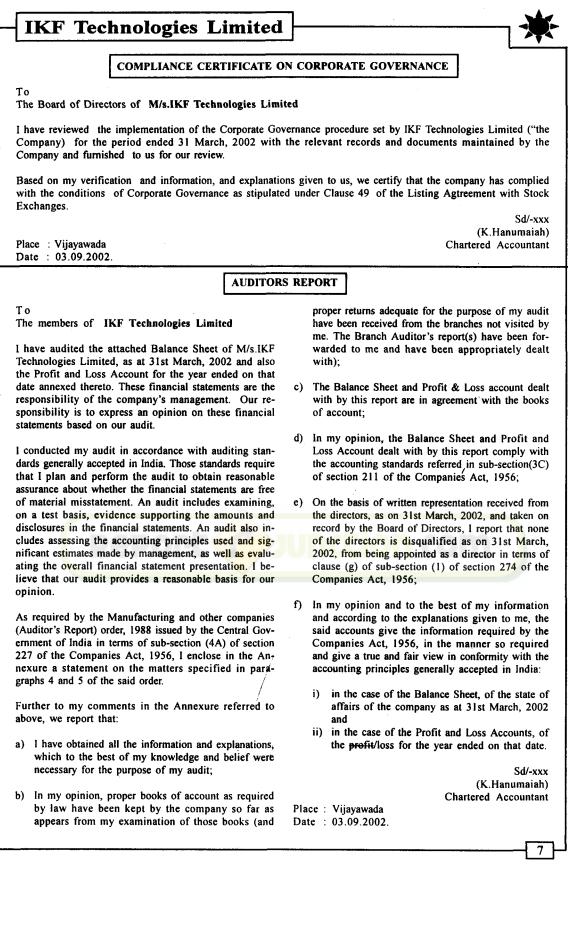
c) Shareholder Right

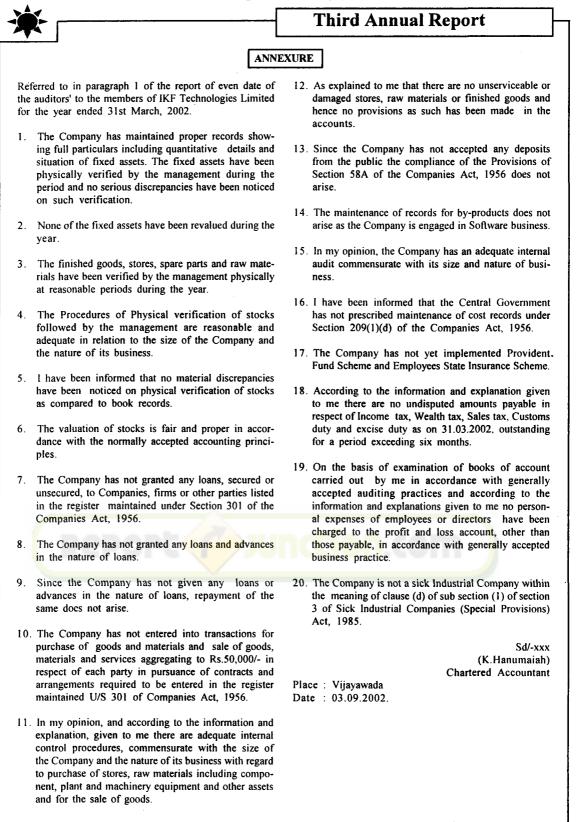
The half-yearly declaration of financial performance including a summary of the significant events in last six months should be sent to the household of each shareholder

As the Company's half-year; results are widely published in English and 'teugu newspars, the same are not sent to the shareholders of the Company.

d) Postal Ballot

The Company has not yet made use of the Postal Ballot.





Particulars Fources of Funds hareholders Funds Share Capital Reserves and Surplus toan Funds Secured Loans	Schedule Nos.	As at 31.03.2002 Rs. 10,35,35,221.50 0.00	At at 31.03.2001 Rs. 7,77,52,750.00 2,28,224.68
hareholders Funds Share Capital Reserves and Surplus oan Funds Secured Loans	1	Rs.	Rs. 7,77,52,750.00
hareholders Funds Share Capital Reserves and Surplus oan Funds Secured Loans		0.00	
Share Capital Reserves and Surplus oan Funds Secured Loans		0.00	
Reserves and Surplus oan Funds Secured Loans		0.00	
Secured Loans	2		
· · · · ·	2		
OTAL		0.00	1,22,24,254.00
		10,35,35,221.50	9,02,05,228.68
application of Funds			
ixed Assets	3		
Gross Block	-	1,93,66,499.00	1,93,78,439.00
Less Depreciation		13,29,506.32	6,63,948.51
Net Block		1,80,36,992.68	1,87,14,490.49
Vorking-in-Progress (Product Developmer	nt)	87,16,355.00	0.00
Deposits & Investments	4	1,76,41,253.00	1,44,28,871.00
Current Assets, Ioans & Advances			
Cash & bank balances			
- Cash on hand		10,50,159.34	10,53,205.70
- Cash at Bank (including FDRs)		9,70,960.42	88,59,409.00
Sundry Debtors	5	58,76,760.00	68,07,000.00
Other Current Assets	6	3,93,71,097.75	3,87,95,406.00
otal Current Assets		4,72,68,977.51	5,55,15,020.70
current Liabilities & Provisions			
Sundry Creditors for Expenses	7	21,41,852.32	6,86,301.7 <mark>5</mark>
otal Current Liabilities		21,41,852.32	6,86,301.75
let Current Assets		4,51,27,125.19	5,48,28,718.95
lisc. Exp. to the extent not writtent off		1,33,04,232.18	22,33,148.24
rofit & Loss Account		7,09,263.45	0.00
OTAL		10,35,35,221.50	9,02,05,228.68
The Schedules, Accounting Policies and N		form an integral part of	the Balance Sheet
s per my report of even date attached		and on behalf of the Boa	
	101		uu
Sd/-xxx		Sd/-xxx	Sd/-xxx
K.Hanumaiah) hartered Accountant	(K.Krishna Sandeep)(V.G.K.Prasad)Managing DirectorDirector		
iace : Hyderabad			