



IKF Technologies Limited



Report Junction.com



9th

Annual Report 2007-2008

Our Achievements



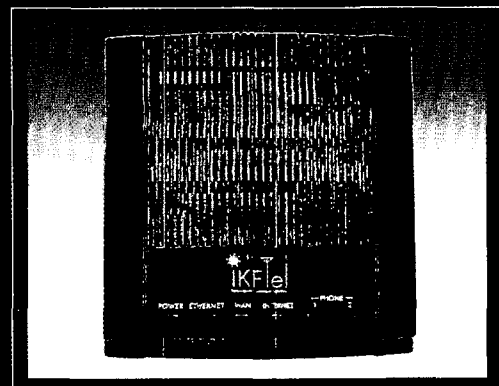
Chairman, Dr. R P Singh
receiving the Udyog Rattan Award.



MOU between IKF Technologies Ltd.
And Kiwin Co. Ltd.



Jatropha plantations



IKFTel VOIP product



MOU between IKF Technologies Ltd.
And Ancotel GmbH.



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From the Chairman's Desk

Dear Shareowners,

It is a matter of great pleasure for me to report yet another year of robust growth and strong performance encompassing all the business segments of your Company.

The foundations that we have laid over time by investing in R & D, technology and innovation for international competitiveness, supported by a robust governance structure, continue to drive growth in your Company's multiple businesses, providing a strong momentum for a secure future.

In the last year, your company had ventured into the fields of Telecommunication and e-Governance and is now working towards making IKF a global brand.

TELECOM

The Company is now a certified "A" category Internet Service Provider (ISP) and is planning to come up with VOIP telephony products for the retail market. It is also in the process of obtaining an ILD license to further expand its operations in this field and is expected to contribute immensely to the company's revenue in the years to come.

E-GOVERNANCE

E-Governance is a prestigious initiative taken by your company in the state of Rajasthan through its unit - "R2R Seva", for the betterment and welfare of the public at large. It is currently operating through its kiosks in 20 districts providing G2C services and is expected to cover all 33 districts of Rajasthan by the end of this year and also venture into providing B2B services to its customers.

IT/ITES

The Company has witnessed a considerable expansion in the IT/ITES segment with the setting of call centers not only across India but also in various countries across the globe. There has been a considerable increase in the number of seats in operation and also in the variety of our client base. The company has also ventured into the arena of providing Web based solutions to its customers worldwide.

BIO-FUEL

The Bio-Fuel segment of the company has witnessed a phenomenal growth in the last year. The company has expanded its base pan India by acquiring plantations and appointing business associates in various states for further land procurement and plantations.

FINANCIAL PERFORMANCE

Increase in the gross turnover during the year has been driven by the continuing strong performance by the IT/ITES business.

You may draw even greater satisfaction from the fact that these financial results rest on a strong foundation of trust earned by your Company's diverse brands, products and services and the enduring relationships formed with millions of farmers in rural India. It is on this bedrock of trust, competencies, innovation and rural partnerships that we have built our aspiration to be a leader in every business segment we are engaged in.

SUSTAINABLE GROWTH

We have, over the years, pursued relentless innovation to forge unique business models that synergize long-term shareholder value enhancement with the super ordinate purpose of creating greater societal capital. We take pride that your Company is defined by its deeply 'Indian' character having presence throughout the globe that aligns corporate strategy to national priorities.

It is for this reason that we measure our accomplishments not only in terms of financial performance but also by the transformation we have consciously engendered to augment the natural and social capital of the nation.

I further assure you that your company will touch greater heights with every passing year and the shareholders will get a fair return for their investment.

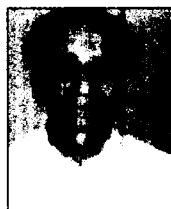
I further take this opportunity to express my gratitude to the Members of Board, Bankers, Employees, Suppliers and the Shareholders for their unstinted support.

With Regards

Dr. R. P Singh
Chairman



Board of Directors



Dr. R. P. Singh
(Chairman)



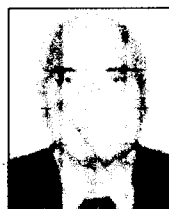
Mr. Sunil Kumar Goel
(Whole Time Director)



Mr. Pradeep Dutta
(Executive Director)



Mr. Pradeep Kumar
(Director)



Dr. A. P. Saxena
(Director)



Mr. Pankaj Garg
(Director)



Mr. Gajanand Gupta
(Director)

Our Management Team

President Technologies
Mr. Pranav Prakash

CEO R2R Seva
Mr. R.L. Garg

President Bio Fuel
Mr. Vishal Rawat

Chief Financial Officer
Mr. Vijay Agarwal

Company Secretary
Mrs. Deepti Chawla

Listing
The Bombay Stock Exchange Ltd
The Calcutta Stock Exchange Asso. Ltd.
Luxembourg Stock Exchange

Registered Office
Rashmi Building Main Block
2nd Floor, Plot No.: XI-16,
Block No. EP & GP,
Salt Lake Electronic Complex, Sector V
Kolkata-700 091

Registrar & Share Transfer Agent
Big Shares Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate
Sakivihar Road, Sakinaka
Andheri (East), Mumbai- 400 072

Bankers
ICICI Bank Limited
Axis Bank Limited
Standard Chartered Bank
Corporation Bank
ABN Amro Bank

Auditors
M/s Agarwal Vishwanath & Associates
Chartered Accountants
7-B Dacres Lane
Kolkata- 700 069

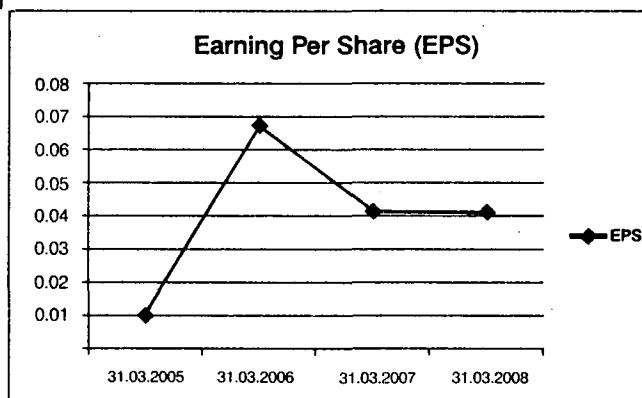
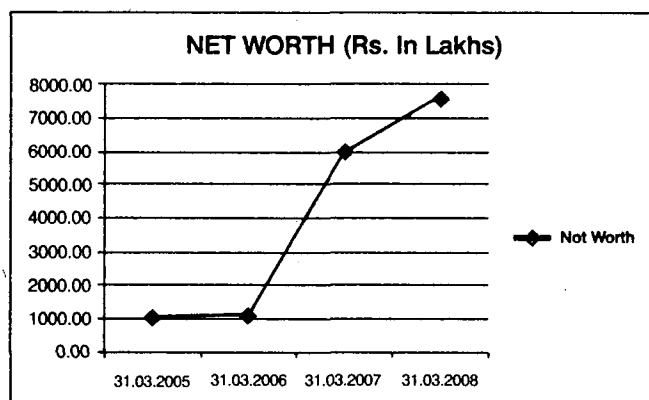
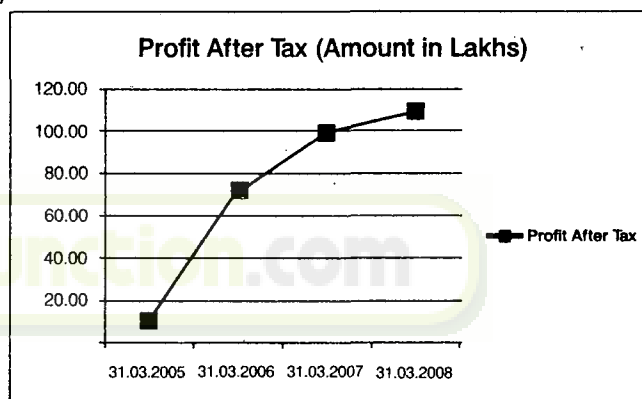
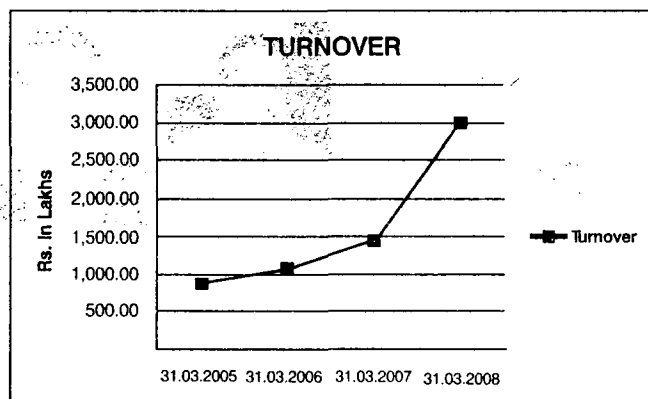
Annual General Meeting
Date : 11th September, 2008
Time : 3.00 P.M.
Day : Thursday
Venue : City Centre, Royal Bengal Room
Sector-I, Salt Lake City
Kolkata-700 064

Corporate Office
IKF House. A-56, Sector-16
Noida-201301

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FINANCIAL HIGHLIGHTS





NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Members of the Company will be held on Thursday, the 11th day of September 2008 at 3.00 P. M. at City Centre, Royal Bengal Room, Block DC, Sector-I, Salt Lake City, Kolkata-700 064 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2008 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. Dr. A.P Saxena, who retires by rotation, does not offer himself for re-appointment as a director.
3. To appoint a Director in place of Mr. Gajanand Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

The outgoing Statutory Auditor M/s Agarwal Vishwanath & Associates, Chartered Accountants is eligible and offer themselves for re-appointment.

SPECIAL BUSINESS:

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

"Resolved that Mr Pankaj Garg, who was appointed as an Additional Director of the Company to hold office till the date of the Annual General Meeting, be and is hereby appointed as an ordinary Director of the Company whose office shall be liable for determination through retirement by rotation."

6. To appoint Mr. Pankaj Garg as the Whole Time Director and in this regard 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 198, 309, 269 and Schedule XIII of the Companies Act, 1956, and other applicable provisions, if any, consent of the members be and is hereby given for appointment of Mr Pankaj Garg as Whole Time Director of the Company, for a period of 3 years with effect from April 30, 2008 on a monthly remuneration not exceeding Rs.2,50,000 (Rupees Two Lakh Fifty Thousand only) payable by way of salary or perquisites or a combination thereof, including the reimbursement as may be decided by the Board from time to time.

Resolved further that in the event of loss or inadequacy of profit in any year during the period of incumbency, the aforesaid remuneration shall be payable as the minimum remuneration.

"Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to fix the terms and conditions of the appointment of Mr. Pankaj Garg as Whole Time Director of the Company and to vary the same from time to time, including those pertaining to the remuneration payable to him, within the aforesaid limit.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution."

7. To re-appoint Mr. Pradeep Dutta as Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, approval of the company be and is hereby accorded to the re-appointment of Mr. Pradeep Dutta as the Executive Director of the Company with effect from 25th January 2008 for a period of three years at a monthly remuneration of Rs.1,00,000/- (Rupees One Lakh only) (effective after the date of approval from the shareholders) with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

"Resolved further that the Board of Directors be and is hereby authorised to take all steps as may be necessary, proper or expedient to give effect to this resolution."

8. To revise remuneration of Mr. Sunil Kumar Goel, Whole Time Director, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment

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Thereof, approval of the Company be and is hereby accorded to the revise the remuneration of Mr. Sunil Kumar Goel, Whole Time Director To Rs. 1,00,000 (Rupees One Lakh only) (effective from the date of approval from shareholders) with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

Resolved further that the Board of Directors be and is hereby authorised to take all steps as may be necessary, proper or expedient to give effect to this resolution."

9. To increase the authorised share capital and in this regard 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 Section 94 of the Companies Act, 1956 and Article No. 57 of the Articles of Association of the Company, and other applicable provisions, if any, the Authorised Share Capital of the Company be and is hereby increased from Rs. 62,00,00,000/- (Rupees Sixty Two Crores) to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores) by way of addition of 38,00,00,000 Equity shares of Re.1 each aggregating Rs.38,00,00,000.

Resolved Further That the Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause:

- V) The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 (One Hundred Crores only) Equity Shares of Re. 1 (Rupee one only) each.

Resolved Further that Board of Directors of the Company be and is hereby authorised to take all necessary steps that may be required to give effect to the aforesaid resolution."

10. 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 the Memorandum and Articles of Association of the Company, Section 81(1A) of the Companies Act, 1956, guidelines issued by the Securities & Exchange Board of India (SEBI), the Foreign Exchange Management Act,

1999, and other applicable provisions, if any, and subject to such consents and approvals as may be required and subject further to such conditions and modifications as may be prescribed in granting such consents, approvals and subject to such conditions as may be imposed by the SEBI or any other authority, which may be agreed to by the Board of Directors of the Company at its sole discretion (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, equity shares, debentures, bonds, instrument which are fully or partly convertible into Equity Shares, warrants or any other whether in Indian Rupee or any foreign currency (hereinafter collectively referred to as "Securities"), secured or unsecured, or any other instruments, to any person, whether or not the members of the Company, including the Promoters of the Company, their Friends, Relatives & Associates, Business Associates, Employees (including directors & workers) of the Company and its group companies, Corporate Bodies, Mutual Funds, Financial Institutions, Banks, Foreign Institutional Investors, Non Resident Indians, Foreign Nationals, Insurance Companies, Pension Funds, Portfolio Managers, etc., by way of public issue, right issue, issue of Foreign Currency convertible Bonds (FCCB), Global Depository Receipts (GDR), American Depository Receipts (ADR) reservation on competitive basis, reservation on firm allotment basis, private placement, preferential allotment basis or a combination thereof at such price or prices so however that the total amount raised through the aforesaid Securities should not exceed INR 500 crores (Rupees Five Hundred Crores only) including premium when converted into Indian Rupees at the current prevailing market conversion rate of US Dollars or any foreign currency to Indian Rupee and on such terms and conditions or in such manner as the Board may in its absolute discretion think fit, in consultation with the Lead Managers, Advisors and/ or such other persons and on such terms and conditions including the ratio in which such Securities may be offered, issued and allotted to the existing shareholders, the number of Securities to be issued, face value of the Securities, rate of interest, premium, number of equity shares to be allotted on conversion, exercise of rights attached with warrants, ratio of exchange of shares and/ or warrants and/ or any other financial instruments, period of conversion, fixing of record date or book closure and other related or incidental matters.

Resolved further that in case of any Equity Linked Securities Issue/ Offer, the Board be authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any such Securities referred to above or as may be in



accordance with the terms of the offer, all such shares would rank pari passu inter-se, with the then existing Equity Shares of the Company in all respects.

Resolved further that for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue(s) including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of securities / exercise of warrants/ redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/ or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s)

Resolved further that the Board of Directors or Committee thereof be and is hereby authorised to fix differential pricing on different mode of issue.

Resolved further that for the purpose of giving effect to the above resolution the Board and the committee thereof be and is hereby authorized on behalf of the Company to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including but without limitation to enter into under-writing, marketing, depository, custodian and any other arrangements or agreements and to remunerate all other agencies by way of commission, Brokerage, fees or the like and also to seek the listing of such securities in any one or more of the International/ Indian Stock Exchanges including Bombay Stock Exchange (BSE) with power to act on behalf of the Company and to settle such questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

Resolved further that in case of any over subscription of the issue, the Board, be and is hereby authorized to retain such of the amount and issue and allot Securities, as may be permitted in accordance with applicable laws, rules, and provisions in consultation with the Stock Exchanges.

Resolved further that the Board be entitled to vary, modify alter any of the foregoing terms and conditions to conform with those as may be approved by SEBI, RBI or any other appropriate authorities and department.

Resolved further that for the purpose of giving effect to the above the Board be and is hereby authorized to do all things necessary for the purpose of giving effects to the issue and allotment of said Securities / Equity Shares and to take such action or give such directions as may be necessary or desirable and to accept any modifications in the proposal and terms of the issue including the price of the Equity Shares to be so issued or to be issued against or conversion of such Securities or the ratio or number in which the New Equity Shares or Securities are to be offered which may result in a change in the total amount of the issue as may be considered necessary by the Board or as may be prescribed in granting approvals to the issue and which may be acceptable to the Board and to decide the Basis of Allotment and to settle any question or difficulty that may arise in regard to the Issue and Allotment of the New Equity Shares or Securities or on conversion of said Securities into Shares or on issue of Shares against such Securities.

Resolved further that the Board be and is hereby authorized to take all necessary actions to give effect to this resolution and to delegate to a Committee of Directors or any one of the Director, all or any of its powers and authorities vested in it in terms of this resolution as may be permitted by Law."

**For and on Behalf of the Board
For IKF Technologies Ltd**

**Date: 15.07.2008
Place: Kolkata**

**Sd/-
Deepti Chawla
Company Secretary**

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NOTES:

- A. APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- B. CORPORATE MEMBERS: Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorising the representatives to attend and vote at the Annual General Meeting.
- C. Members/Proxies attending the meeting are requested to bring their copy of AGM Notice to the Meeting.
- D. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- E. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 9th September 2008 to Thursday, 11th September 2008 (both days inclusive).
- F. QUERIES AT THE AGM: Queries proposed to be raised at the Annual General meeting may be sent to the company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- G. EXPLANATORY STATEMENT: The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 5 to 10 above, are annexed hereto.
- H. A business for alteration in object clause is proposed to be conducted through Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 (the Act) read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 and other applicable provisions, if any. Accordingly, the special resolution has been given above for consideration and approval by the Members by way of voting through Postal Ballot. The Company has appointed Mr. Dinesh Agarwal, a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair & transparent manner.

A Postal Ballot Form is annexed herewith. You are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form, duly completed in all respects, in the enclosed self-addressed pre-paid postage envelope so as to reach the scrutinizer on or before the close of working hours on 10.09.08. Postal Ballot Forms received after this date will not be considered.

The scrutinizer will submit his report to the chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 15.09.08 at 4.00 PM. The result of the Postal Ballot will also be put up on the notice board of the Company.

I. INSPECTION OF DOCUMENTS:

Documents referred to in the notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the 11th September 2008, day of the Annual General Meeting. Copies of the Memorandum and Articles of Association of the Company and the documents referred to in the Notice etc., shall be open for inspection at the Registered Office of the Company on any working day between 11 A.M. and 2 P.M. up to the date of the AGM and also at the general meeting venue during the meeting.

- J. The Register of Directors' Shareholdings, maintained under Section 307 of the Companies Act, 1956, shall be available for inspection by the members at the AGM venue during the meeting.

- K. Members/ proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the company for admission to the Meeting Hall. Members who hold shares in de-materialized form are requested to bring their client ID and DP ID Numbers for easier identification of their attendance at the meeting.

L. ADDRESS CHANGE INTIMATION:

Members are requested to notify immediately any change in their address to the company or its share transfer agent. In case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.

- M. In all correspondence with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, their client ID Numbers and their DP ID Numbers.