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**Board of Directors****Chairman**

Mr. N. V. Simhadri

Mr. Gajanand Gupta, Director

Mr. Pradeep Dutta, Director

Mr. Sunil Goyal, Whole Time Director

Ms. Nidhi Sharma, Director

**Listing**

The Bombay Stock Exchange

The Calcutta Stock Exchange

The Luxembourg Stock Exchange

**Registered Office**

2nd Floor, Plot No. J-1/12,

Block-EP & GP, Sector-V,

Salt Lake, Kolkata-700091

Tel : +91 33 2357 2610/11

Fax No : 33 2357 2612

e-mail : info@ikftech.in

website : www.ikftech.in

**Statutory Auditor**

M/s. Agarwal Vishwanath & Associates

Chartered Accountants

7-B, Dacers Lane

Kolkata-700069

**Bankers**

Axis Bank Limited

Corporation Bank Limited

ICICI Bank Limited

UCO Bank Limited

**Annual General Meeting**

Date : 25th August, 2012

Time : 3.00 P.M.

Day : Saturday

Venue : Rang Durbaar-Swabhumi,  
89C, Moulana Abul Kalam Azad Sarani  
Opp. of Subhash Sarovar  
Kolkata 700 054

**Registrar & Share Transfer Agent**

Big Share Services Pvt Ltd.

E-2/3, Ansa Industrial Estate

Sakivihar Road, Sakinaka

Andheri(East), Mumbai-400072

Tel : +91 22 2847 0652, 4043 0200

Fax : + 91 22 2847 5207

Email : info@bigshareonline.com

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## Message from Chairman

Dear Shareholders,

We are pleased to share the Annual Report of your company for the financial year 2011-2012. It was an eventful year and seen in the context of the last three years, the period has been marked by unprecedented challenges and exciting opportunities.

It was a challenging year with unprecedented economic uncertainty in Europe, geopolitical upheaval in the Middle East and a slowing down of economic growth across Asia. These events had a profound effect on demand and margin outlook for industrial products across the world. In many ways, we are still feeling the after-shocks of the financial meltdown of 2008 and 2009 with leading economies continuing to suffer from low growth and the resultant adverse impact on demand for most products and services.

The year 2011-2012 marked a significant landmark for the IT-BPO industry as it crossed the milestone of USD 100 billion in revenues. The Industry performance this year demonstrated the sector's ability to innovate and deliver differently in order to maintain the growth trajectory.

More importantly, companies are investing in building platforms and productized solutions to drive future growth opportunities. The Industry is expanding into newer geographies and verticals where the growth is 1.4 times than in the mature markets. Emergence of a vibrant start-up product ecosystem creating solutions for India and the world also enhanced the product opportunity for India.

Building an enterprise is much like rearing a child from infancy to adulthood. As a newborn grows up, she requires a huge amount of nurturing and nourishment. From infancy to childhood and from childhood till she reaches youth, the kid demands attention and most importantly patience. And then one day, the kid matures into a youth, ready to stand on their own, make their own mark and make their parents and family members who took in all the hardships proud. So it is with organizations.

From a start-up to its growth phase and till it reaches a steady-state, an organization demands a disproportionate amount of nurturing and resources. It needs to explore possibilities and opportunities, gain knowledge and expertise, and build an ecosystem around it to strengthen its foundation for the future. Organizations are like living organisms and it is equally important to inculcate the right culture and values, develop symbiotic relationships with its stakeholders and know the world around it. And then one day, it transforms from childhood to youth – ready with veins and muscles that can create significant value for all stakeholders.

Our reputation for excellence and integrity – earned through the consistent delivery of quality solutions and by adhering to the highest standard of business conduct through principles of Corporate Governance continues to be our most valuable assets. As we position ourselves for the future and our standard of excellence, integrity and accountability will serve us well.

## About Company

As you all know that IKF technologies Ltd is a Company with authorized share capital of Rs 100 Crores engaged in the business of software development, call center, BPO, production of Bio-diesel and plantation of Jatropha. IKF technologies Ltd was incorporated on 22<sup>nd</sup> February, 2000 as a public Ltd Company under the Companies Act, 1956. The vision with which the Company was formed “Consistently deliver ingenious, comprehensive, efficient, cost effective business solutions through IT for global market by creating professionally stimulating and happy environment for our team where professionals thrive along side the growth of our company”. The Company at present is listed on the Bombay Stock Exchange (BSE), the Calcutta Stock Exchange and the Luxembourg stock Exchange.

The group's main activity is to provide information technology and business process outsourcing services delivered to its client globally.

### **Diversification**

The Company has been diversified into various segments like BPO, Telecom, IT and Bio fuel.

#### ***IT & BPO :***

As the main operation of your company, which generates the highest portion of total revenue, has proved to be a success of the Company. As the days are passing by, more and more businesses are coming up with huge capacity of generating future revenue which can be utilized for further expansion of your Company. New contracts with the leading new contracts with the leading organizations in India and outside India have helped in the advancement of the business of your Company. I am proud to state that this division of your company has acquired the prominent place in the BPO business in India.

#### ***Telecom :***

Telecom section of your company has contributed to a large extent to the world telecom business. We have now products like high speed Broadband Internet Access and VOIP (Voice Over Internet Protocol), Wi-Fi solutions for housing complex, Point to Point Fiber connectivity.

#### ***Bio- Fuel :***

Rudolph Diesel had said "The use of vegetable oils for engine fuel may seem insignificant today. But such oils may become in course of time as important as petroleum and coal tar products of the present time."

Mr. Diesel's foresight has been proved to be the factual truth of today.

We are working on the growth of operation of bio fuel division which is looked after through our SPV viz. IKF Green fuel Limited. The operation includes plantation of Jatropha in the states like Meghalaya, Jharkhand, Rajasthan, Madhya Pradesh, Gujarat and Karnataka and also producing the diesel in Udaipur, Rajasthan. We are planning to increase the capacity of production to 100 tons per day.

### **2012 OUTLOOK**

We are able to express confidence and optimism because we've made some good strategies choices along the way, e.g. we've built competencies in high-end, hard to execute outsourcing. Unlike typical business process outsourcing- a crowded, undifferentiated sector that often involves back office tasks we've developed an ability to take on complex analytical processes and reinvent them as a series of sub-processes that can be performed in a global assembly line.

We have built a business that is further differentiated in its global reach, its embrace of technology and its consultative depth. Our Solution teams apply sophisticated technologies to our production operations, which enhance both our margins and our clients' immediate and future savings. Our consultants help our client companies develop and align business and technology strategies and redesign business processes to drive internal efficiency and effectiveness.

I would conclude by thanking you for being a part of IKF story, my management team and I appreciate your support and encouragement. We look forward to pursuing continuing improved performance- for our clients, bankers and shareholders- 2012.

With best wishes to all of you.

Sd/-

**N. V. Simhadri**

**Chairman**

**Date : 27<sup>th</sup> July, 2012**

**Place : Kolkata**

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## NOTICE

Notice is hereby given that the 13th Annual General Meeting of the Members of the Company will be held on Saturday, the 25th day of Aug, 2012 at 3.00 P. M. at Rang Durbaar-Swabhum, 89C, Moulana Abul Kalam Azad Sarani, Opp. of Subhas Sarobor Kolkata 700 054 to transact the following businesses:

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Gajanand Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Pradeep Dutta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Mandawewala & Co., Chartered Accountants as statutory auditors of the Company in place of M/s Agarwal Vishwanath & Associates, Chartered Accountants, the retiring auditors who have expressed their unwillingness for re-appointment and to authorize the Board to fix their remuneration.

### 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** Ms. Nidhi Sharma, who was appointed as an Additional Director of the Company with effect from 30th January, 2012 to hold office till the date of Annual General Meeting, be and is hereby appointed as a director of the Company whose office shall be liable to determination through retirement by rotation.”

6. To consider and if thought fit, to pass, with or

without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Sunil Kumar Goyal, who was appointed as an Additional Director of the Company with effect from 19th May, 2012 to hold office till the date of Annual General Meeting, 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** 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. Sunil Kumar Goyal as Executive Director of the Company, for a period of 3 years with effect from 19th May, 2012 on a Monthly remuneration not exceeding Rs 1, 00, 000/-CTC (Rupees One Lac only) payable by way of salary or perquisites or a combination thereof, excluding the reimbursement of expenses 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 authorized to fix the terms and conditions of the appointment of Mr Sunil Kumar Goyal as Executive 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 committee/ sub-committee of the Board) be and is hereby authorized to take all necessary steps to give effect to these resolutions.”

**By Order of the Board of Directors  
For IKF Technologies Ltd.**

Sd/-  
(Mohit)  
Company Secretary

**Registered Office :**

2nd Floor, Plot no. J-1/12  
Block- EP & GP  
Sector-V, Salt Lake  
Kolkata-700091

Date : 27th July, 2012  
Place : Kolkata

**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 authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing 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 23<sup>rd</sup> August, 2012 to 25<sup>th</sup> August, 2012 (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. 5,6,7, are annexed hereto.

**H. 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 Saturday between 11 A.M. and 2 P. M. up to the 25<sup>th</sup> August, 2012, 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.

**I.** 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.

**J.** 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.

**K. 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.

**L.** 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.

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

**ITEM NO. 5 :**

Pursuant to Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, the Board of Directors of the Company had appointed Ms. Nidhi Sharma as the Additional Director with effect from 30<sup>th</sup> January, 2012 to hold office until the date of ensuing Annual General Meeting. The Board is proposing to appoint her as a director in the ensuing Annual General Meeting. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

Brief profile and other details of Ms. Nidhi Sharma as per Clause 49 of the Listing Agreement are provided in the Report on Corporate Governance forming part of the Annual report.

None of the Directors except Ms. Nidhi Sharma herself is interested and concerned at Item no. 5 of the notice.

**ITEM NO. 6 :**

Pursuant to Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, the Board of Directors of the Company had appointed Mr. Sunil Kumar Goyal as the Additional Director with effect from 19<sup>th</sup> May, 2012 to hold office until the date of ensuing Annual General Meeting. The Board is proposing to appoint him as a director in the ensuing Annual

General Meeting. Accordingly, the resolution is placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

Brief profile and other details of Mr. Sunil Kumar Goyal as per Clause 49 of the Listing Agreement are provided in the Report on Corporate Governance forming part of the Annual report.

None of the Directors except Mr. Sunil Kumar Goyal himself is interested and concerned at Item no. 6 of the notice.

#### **ITEM NO. 7 :**

The Board of Directors of the Company had in their meeting held on 19<sup>th</sup> May, 2012 subject to the approval of the members appointed Mr. Sunil Kumar Goyal as the Executive Director for a period of 3 years.

The present proposal is to seek member's approval for the appointment of Mr. Sunil Kumar Goyal on the terms and conditions as set out in the resolution in terms of the applicable provisions of the Companies Act, 1956. The terms as laid down in the resolution may be treated as an abstract of the terms of appointment of Mr. Sunil Kumar Goyal under Section 302 of the Companies Act, 1956.

A brief profile of Mr. Sunil Kumar Goyal as stipulated under clause 49 of the Listing Agreement is provided in the Corporate Governance forming part of the Annual Report. His continuation on the Board will enable the

Company to gain from his considerable knowledge and expertise in the field of finance and operations in relation to the company's business.

Company has received a notice in writing along with the requisite deposit under section 257 of the Companies Act, 1956 proposing the candidature of Mr. Sunil Kumar Goyal for the office of director of the Company in the ensuing AGM.

None of the Directors except Mr. Sunil Kumar Goyal himself is interested and concerned at item no. 7 of the notice.

**By Order of the Board of Directors  
For IKF Technologies Ltd**

Sd/-

(Mohit)

Company Secretary

Registered Office:  
2<sup>nd</sup> Floor, Plot no.J-1/12, Block- EP & GP  
Sector-V, Salt Lake, Kolkata-700091

Date: 27th July, 2012

Place: Kolkata

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## DIRECTORS REPORT

For the Financial Year 2011-12

**Dear Members,**

Your Directors are pleased to present the Thirteenth Annual Report together with the Audited Financial Accounts and Auditors Report thereon for the year ended 31<sup>st</sup> March, 2012.

### Financial Results

The performance of the Company for the financial year ended 31<sup>st</sup> March 2012 is summarized below :

Particulars	F.Y. 2011-12 ₹ (thousand)	F.Y. 2010-11 ₹ (thousand)
Income from Operations	3,38,864	6,02,108
Other Income	7,625	22,283
Total Expenditure	3,38,184	5,58,521
Profit Before Exceptional and Extraordinary item and Taxes	8,305	65,870
Provision for Taxation	1,761	10,043
Net Profit/(Loss)	6,544	55,827
Equity Share Capital	4,306	4,306

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### **1. Results of Operation :**

Total income in Financial Year 2011-12 is Rs 3,464.89 Lacs. Our reputation for excellence and integrity – earned through the consistent delivery of quality solutions and by adhering the highest standard of business conduct through principles of Corporate Governance – continues to be our most valuable assets. As we position ourselves for the future and our standard of excellence, integrity and accountability will serve us well.

### **2. Management Discussion & Analysis Report**

Management Discussion & Analysis Report for the year under review, stipulated under Clause 49 of the Listing Agreement with the Stock Exchange in India, is presented in a separate section forming part of the Annual Report.

### **3. Fixed Deposits :**

During the year under report your Company has not accepted any Fixed Deposit under section 58A of the Companies Act, 1956 as such; no amount of principle or interest was outstanding as of the balance sheet date.

### **4. Listing :**

During the year under review, the Company continued to remain listed on The Bombay Stock Exchange, Calcutta Stock Exchange and Luxembourg Stock Exchange.

### **5. Financial Statements**

#### **Subsidiary Companies :**

As per Section 212 of the Companies Act, 1956, your Company is required to attach the Directors' Report, Balance Sheet and Profit and Loss Account of the subsidiaries to its Balance Sheet. Your Directors believe that the audited consolidated accounts present a full and fair picture of the state of affairs and financial conditions of the Company and its subsidiaries. In terms of the Circular No. 2/2011 dated February 8, 2011 issued by the Ministry of Corporate Affairs, Government of India, a general exemption has been granted from the compliance of Section 212 of the Companies Act, 1956, requiring holding companies to attach with their balance sheet, a copy of the balance sheet, profit and loss account and other documents of each of its subsidiaries, provided that the Board of Directors of such companies have given consent, by way of a resolution, for not attaching the Accounts & Reports of the subsidiary companies concerned with the balance sheet of the Company and that the conditions prescribed in the said Circular are complied with. Your Board at their meeting held in July, 2012 have given their consent for not attaching, inter alia, the balance sheet, profit and loss account and other relevant reports and statements of its subsidiary companies to the balance sheet of your Company as on March 31st, 2012 and have also agreed to comply with the conditions prescribed in the said Circular.

In view of the above Circular, the balance sheet, profit and loss account and other documents and statements of the subsidiaries have not been attached to the Balance Sheet as on March 31st, 2012 of your Company. The Annual Reports-2012 of the subsidiaries will be made available to the shareholders of the Company and its subsidiaries upon receipt of written requests from them. The Annual Reports-2012 of the subsidiary companies will also be kept for inspection by the shareholders of the Company at the Registered Offices of the Company and its subsidiaries at the Company's Office at 2nd Floor, Plot No. J-1/12, Block EP & GP, Sector-V, Salt Lake, Kolkata- 700091 between