

# **19<sup>TH</sup> ANNUAL REPORT**

## **2013-14**



**INDO-ASIAN PROJECTS LIMITED**

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**BOARD OF DIRECTORS**

**K. Rambabu**

Managing Director and Chief Executive Officer

**G. Prabhakar Setti**

Director and Chief Financial Officer

**K. Sridevi**

**P. Sai Venkateswara Rao**

**Lohit Kamarajugadda\***

\*appointed w.e.f 20.05.2014

**AUDITORS**

M/S LNP & CO.

Chartered Accountants

S R Nagar, Hyderabad.

**BANKERS**

Dena Bank

Indian Overseas Bank

**REGISTRAR AND SHARE TRANSFER AGENT**

Venture Capital and Corporate Investments Pvt. Ltd.

12-10-167, Bharatnagar,

Hyderabad -500018.

Tel : 040-23818475 / 76

e-mail Id : info@vccilindia.com

**REGISTERED OFFICE**

**K1 SQUARE , Plot No.5, Sanjeevaiah**

**Co-operative Housing Society Ltd,**

**Sikh Village Road , Cantonment,**

**Secunderabad, Telangana-500011.**

**Cell : 84988 12233**

**E-mail : indoasian95@yahoo.com**

**Website: [www.indo-asian.com](http://www.indo-asian.com)**

## NOTICE

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of INDO-ASIAN PROJECTS LIMITED will be held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 3.00 P.M. at Saptarni, Plot No. 21, Road Number 8, Banjara Hills, Hyderabad, 500034 - Telangana to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit & Loss for the year ended 31.03.2014 and the Balance Sheet of the Company as on that date together with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. K. Sridevi who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint M/s. LNP & Co., Chartered Accountants, Hyderabad, as Auditors of the Company.

**"RESOLVED THAT** pursuant to provisions of Section 139(9) read with second provision Section 139(2) of the Companies Act 2013, and the rules made there under M/s LNP & Co, Chartered Accountants, Hyderabad be and is hereby re- appointed as statutory auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of fourth consecutive Annual General Meeting (subject to ratification by the members at every Annual General Meeting) and that the Board of Directors be and is hereby authorized to fix their remuneration for the period."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 152, 160 of the Companies Act, 2013 and the rules made there under Mr. Lohit Kamarajugadda, (holding DIN: 05156603) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013 be and hereby appointed as Independent Director of the Company to hold office for 5 (Five) consecutive years i.e., up to 30<sup>th</sup> September 2019 and that he shall not liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV thereto; Mr. P. Sai Venkateswara Rao (DIN: 06433994), who was appointed as Director liable to retire by rotation under erstwhile Companies Act, 1956 and holds office as Independent Director of the Company under clause 49 of the listing agreement with stock exchanges and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years up to 30<sup>th</sup> September 2019 and that he shall not liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Section 161, and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) Mr. K Uday Dinakar (DIN No: 02962448) in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 161 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company to hold the office for 5 (five) consecutive years up to 30<sup>th</sup> September 2019 and that he shall not be liable to retire by rotation"

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

**"RESOLVED THAT** pursuant to Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Schedule V thereto and subject to such other approvals or permissions as may be necessary, consent of the members of the Company be and is hereby accorded for appointment of Mr. K. Rambabu (DIN: 01165601), as the Managing Director cum Chief Executive Officer of the Company for a period of 5 years with effect from 24<sup>th</sup> July, 2014 with a Basic Salary per month: 10,000/- inclusive of all the perquisites and allowances.

**"RESOLVED FURTHER THAT,** the Board of Directors or its duly constituted committee be and is hereby authorized to alter and vary the terms and conditions of appointment and /or remuneration including annual increments based on the performance appraisal, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto."

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

**"RESOLVED THAT** pursuant to Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such other approvals or permissions as may be necessary, consent of the members of the Company be and is hereby accorded for appointment of Mr. G. Prabhakar Setti (DIN: 05260564), as the Chief Financial Officer of the Company with a basic salary of Rs 10,000/- per month inclusive of all the perquisites and allowances.

**Place: Hyderabad**

**Date : 14.08.2014**

**By order of the Board  
for Indo-Asian Projects Limited**

**Sd/-  
K. Rambabu  
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, Proxy form in order to be effective, must be deposited at the Registered office of the Company not less than forty eight hours before the time fixed for holding the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **22<sup>nd</sup> September, 2014 to 30<sup>th</sup> September, 2014** (both days inclusive).
3. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the shareholders to dematerialise their shareholding in the Company, for which they may contact the depository participants of either of the depositories. It may be noted that the shares of the Company have been included in the list of securities for compulsory trading in dematerialised form for all investors. Shareholders are, therefore, advised to dematerialise their shareholding to avoid inconvenience in future.
4. Members are requested to notify the change of address, if any, to the Company / Shares Transfer Agents quoting register Folio number.
5. Members desiring to seek any information on the annual accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made readily available at the meeting.
6. All communications relating to shares may be addressed to Company's Share Transfer Agents (Physical and Electronic) at the following address. M/s Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad -500018, Telephone nos. 040- 23818475/23818476, E-mail address: info@vccilindia.com.
7. Demat ISIN Numbers in NSDL and CDSL for Equity Shares is INE559F01016 and the Company shares are traded in Bombay Stock Exchange
8. Corporate Members are requested to send a duly certified, copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
9. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
10. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting as the same will not be distributed at the meeting hall.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

12. The Notice of the 19th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2014 are being sent by permitted mode.

13. Voting through electronic means: Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

**The Instructions for e-voting is as under:**

**A) In case of Members receives an email from CDSL (for Members whose e-mail registered with Company or Depositories):**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - d. Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
  - e. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used. If you are a first time user follow the steps given below
- (iv) Now, fill up the following details in the appropriate boxes:



PAN*	<p>Enter your 10 digit alpha-numeric</p> <p>*PAN issued by Income Tax Department (in Capital)</p> <p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Bank records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(ix) Click on the relevant EVSN of Indo-Asian Projects Limited on which you choose to vote.

(x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.  
B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.  
D. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.  
E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**B) In case of members receiving the physical copy of Notice of Annual General Meeting:**

Please follow all steps from [sl.no. \(i\)](#) to [sl.no. \(xvi\)](#) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).