

RamKaashyap Investment Limited



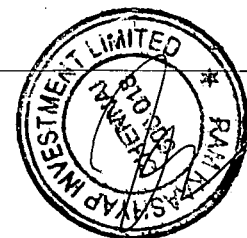
RAMKAASHYAP INVESTMENT

Report **LIMITED** .com



15th ANNUAL REPORT
(2007-2008)

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RamKaashyap Investment Limited

RAMKAASHYAP INVESTMENT LTD

Regd. Office: (B.R. Complex) II Floor, No.33/8, C.P. Ramasamy Road, Alwarpet, Chennai-600 018.

Fifteenth Annual Report

<p><u>Board of Directors</u></p> <p>P. THIRUMALAI KUMAR Director</p> <p>ADAPA SRINIVAS Director</p> <p>A. KUMAR REDDY Director</p> <p><u>Registered Office</u> (B.R. Complex) II Floor, No.33/8, C.P. Ramasamy Road, Alwarpet, Chennai-600 018.</p> <p><u>Auditors</u> G. Parthasarathy, Chartered Accountant, New No.1, Old No.3, 3rd Main Road 4th Cross Street, Jagannathapuram Velachery, Chennai-600 042</p>	<p><u>Registrars & Share Transfer Agents</u> KNACK CORPORATE SERVICES (P) LIMITED No. 93/47, Veeraperumal Koil Street, Mylapore, Chennai – 600 004.</p> <p><u>Equity Shares Listed At</u> The Madras Stock Exchange Ltd., Chennai The Bombay Stock Exchange Ltd., Mumbai</p> <p><u>COMMITTEES</u></p> <p><u>Share Transfer Committee</u> P Thirumalai Kumar, Chairman A Srinivas, Member A Kumar Reddy, Member</p> <p><u>Shareholder / Investors Grievance Committee</u> A Srinivas, Chairman P Thirumalai Kumar, Member A Kumar Reddy, Member</p> <p><u>Audit Committee</u> A Kumar Reddy, Chairman A Srinivas, Member P Thirumalai Kumar, Member</p>
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NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Shareholders of the Company will be held at **12.30 P.M. on Thursday, the 25th day of September 2008, at New Woodlands Hotel (P) Ltd., No.72-75, Dr Radhakrishnan Salai, Mylapore, Chennai- 600 004.**

ORDINARY BUSINESS

1. To receive, consider and adopt the accounts of the Company for the financial year ended 31st March 2008, the Balance Sheet as at that date and the Report of the Board of Directors and Auditor thereon.
2. To Appoint Mr. G. Parthasarathy, FCA as the statutory auditor of the Company from the conclusion of this Annual General Meeting until the next AGM and to fix his remuneration.
3. To appoint a Director in the place of Mr. Adapa Srinivas who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS.

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

"RESOLVED THAT Mr. P.Thirumalai Kumar who was appointed as an Additional Director on the Board during the year and who ceases to hold office at this meeting under Section 257 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation".

"RESOLVED FURTHER THAT pursuant to Section 269, 309 and Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, consent of the Company be and is hereby given to the appointment of Mr. P Thirumalai Kumar as a whole time Director for a period of two years with effect from 5th January 2008".

RESOLVED FURTHER THAT pursuant to the provisions of Schedule XIII to the Companies Act, 1956 that approval of the members be and is hereby accorded to the Board on fixation of remuneration of Mr. P Thirumalai Kumar, Director –Business & Finance as per the terms as set out by the board which may be less than the minimum remuneration, subject to the approval of the Remuneration Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to execute all such documents and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper.

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

"RESOLVED THAT Mr. A. Kumar Reddy who was appointed as an Additional Director on the Board during the year and who ceases to hold office at this meeting under Section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation".

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

"RESOLVED THAT in accordance to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. K.Gopalaswami, in respect of whom the Company has received a notice in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation".

7. To consider and if though fit, to pass, with or without modifications(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment/s to or re-enactment thereof), the authorized share capital of the Company be increased from the existing Rs.25,00,00,000 (Twenty Five Crores only) to Rs.50,00,00,000 (Fifty Crores only) by creation of an additional capital of Rs.25,00,00,000 (Twenty Five Crores only) and the existing Clause V of the Memorandum of Association of the Company, relating to Authorised Share Capital be altered by substituting the same with the following Clause V:

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company relating to Authorised Share Capital be altered by substituting the same with the following Clause V:

V. The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores only) divided into :

- a) 4,50,00,000 (Four Crore Fifty Lakhs only) Equity Shares of Rs.10 (Ten only) each,
- b) 5,00,000 (Five Lakhs only) Cumulative Redeemable Preference Shares of Rs.100 (Hundred only) each,

With power to increase or reduce the capital and to attach to the said preference shares such preferential, qualified or special rights and to provide for such rate of dividend on the preference shares as may be determined by the directors and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be for the time being provided by the regulations of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denominations.

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"RESOLVED FURTHER THAT the existing Clause 3A of the Articles of Association of the Company be and substituted as follows:

3A. The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores only) divided into :

- c) 4,50,00,000 (Four Crore Fifty Lakhs only) Equity Shares of Rs.10 (Ten only) each,
- d) 5,00,000 (Five Lakhs only) Cumulative Redeemable Preference Shares of Rs.100 (Hundred only) each,

With power to increase or reduce the capital and to attach to the said preference shares such preferential, qualified or special rights and to provide for such rate of dividend on the preference shares as may be determined by the directors and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be for the time being provided by the regulations of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denominations.

8. To consider and if though fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 16, 94 and all other applicable provisions, if any of the Companies Act, 1956 (including any amendment/s to or re-enactment there of), the Authorised Share Capital of the Company be altered by re-classifying the existing capital by converting 4,00,000 (a part of) un issued preference shares of Rs.100/- each to 40,00,000 equity shares of Rs.10/- each and that the Memorandum of Association and Articles of Association of the Company be altered accordingly."

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company relating to Authorised Share Capital be altered by substituting the same with the following Clause V:

V. The authorized capital of the Company is Rs.50,00,00,000/-(Rupees Fifty Crores only) divided into:

- a) 4,90,00,000 (Four Crore Ninety Lakhs only) Equity Shares of Rs.10 each.
- b) 1,00,000 (One Lakh only) cumulative Redeemable Preference Shares of Rs.100 each.

With power to increase or reduce the capital and to attach to the said preference shares such preferential, qualified or special rights and to provide for such rate of dividend on the preference shares as may be determined by the directors and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be for the time being provided by the regulations of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denominations.

"RESOLVED FURTHER THAT the existing Clause 3A of the Articles of Association of the Company be and substituted as follows:

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3A. The authorized capital of the Company is Rs.50,00,00,000/-(Rupees Fifty Crores only) divided into:

- a) 4,90,00,000 (Four Crore Ninety Lakhs only) Equity Shares of Rs.10 each.
- b) 1,00,000 (One Lakh only) cumulative Redeemable Preference Shares of Rs.100 each.

With power to increase or reduce the capital and to attach to the said preference shares such preferential, qualified or special rights and to provide for such rate of dividend on the preference shares as may be determined by the directors and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be for the time being provided by the regulations of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denominations."

By ORDER OF THE BOARD

P.Thirumalai Kumar
Director

PLACE : CHENNAI
DATE : 21st August 2008

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 such proxy need not be a member of the Company. The proxy forms, in order to be valid, must be reached at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
2. An explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
3. Members are requested to notify to the Company's Registrars and Transfer Agents(RTA) **M/s. Knack Corporate Services Private Limited, New No.97 (Old No.43), 1st Floor, Veeraperumal Kovil Street, Chennai - 600 004.. (Telephone No.044- 24986257 / 65254632 Fax No. 044-43536180)**
 - a) Any Change in their Registered Addresses along with PIN Code Number;
 - b) Details about their Bank account number, name of bank, bank's branch name and address to enable the Company to draw dividend warrant payable accordingly.

Please quote your Registered Folio Number in all correspondence with the Company/RTA.

4. Members holding shares in the same name or same order of names under different Ledger Folios are requested to apply for consolidation of such Folios, to

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the Company's Registrars and Transfer Agents, at the address as stated at Note No.3 above.

5. Members may please address all their documents/correspondence relating to the equity shares of the Company directly to the Company's Registrars and Transfer Agents, at the address as stated in Note No.3 above.
6. Nomination facility for shares is now available for members. The prescribed format in this regard can be obtained from the Company's Registrars and Transfer Agents.
7. Members attending the Annual General Meeting are requested to bring with them the following:
 - a) Members holding shares in dematerialized form – their DP details & Client ID.
 - b) Members holding shares in physical form – their Folio Numbers.
 - c) No copy of the Annual Report would be distributed at the Meeting.
 - d) The attendance Slip duly completed and signed in terms of specimen signature shall be lodged with the Company.

The Company would accept only the Attendance Slip from members actually attending the meeting; or from the person attending as proxy under a valid proxy form registered with the company not less than 48 hours prior to the meeting. Attendance slips of members/valid proxies not personally present at the meeting, or relating to proxies which are invalid, will not be accepted from any other member/person.

The meeting is for members or their proxies only. Please avoid being accompanied by non-members/children.

8. The Share Transfer Register and Register of Members will remain closed from **22nd September 2008 to 25th September 2008 (both days inclusive)**.
9. Information pursuant to clause 49 of the listing agreement in respect of proposed appointment / reappointment of Directors

Name	Mr. Adapa Srinivas
Age	44 years
Qualifications	Under-Graduate
Other Directorships Name of the Company	NIL
Committee Memberships, if any, with position	Member in Audit Committee and Remuneration committee & Chairman in Shareholders Grievances committee
Date of Appointment	05-03-2006

Explanatory Statement**Item No:-4**

Mr. P.Thirumalai Kumar is a Commerce and Law Graduate and a Member of the Institute of Company Secretaries of India and The Institute of Cost and Works Accountant of India appointed as an Additional Director on 05th January 2008 and placed himself for election under section 257. Brief information about him is placed below:-

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Name	Mr. P. Thirumalai Kumar
Age	34 Years
Qualifications	Mr. P. Thirumalai Kumar is a Graduate in Commerce and Law and Member in The Institute of Company Secretaries of India and The Institute of Cost and Works Accountants of India.
Other Directorships Name of the Company	M/s. Knack Corporate Services Private Limited M/s. Kaashyap Financial Services Private Limited M/s. Kaashyap Management Services Private Limited
Committee Memberships, if any, with position	Chairman in Remuneration committee and Member in Audit Committee & Shareholders Grievances committee
Date of Appointment	05-01-2008

None of the directors interested in this resolution.

Item No:-5

Mr. A. Kumar Reddy is a Law Graduate and a Member of the Institute of Company Secretaries of India, appointed as an Additional Director on 10th April 2008 and placed himself for election under section 257. Brief information about him is placed below:-

Name	Mr. A. Kumar Reddy
Age	32 Years
Qualifications	Mr. A. Kumar Reddy is a Graduate in Law and Member in The Institute of Company Secretaries of India.
Other Directorships Name of the Company	M/s. Kaashyap Financial Services Private Limited M/s. Kaashyap Management Services Private Limited
Committee Memberships, if any, with position	Chairman in Audit Committee, Member in, Remuneration committee and Shareholders Grievances committee
Date of Appointment	10-04-2008

None of the directors interested in this resolution.

Item No:-6

Mr. K.Gopalaswami is a Commerce Graduate and a Member of the Institute of Chartered Accountants of India (ICAI) & Institute Company Secretaries of India (ICSI). He has worked Senior positions in Oriental Insurance Company Limited and participated ICAI Study Group. His expertise in Finance, Accounts, MIS will help your company to strengthen its activities. His candidature is nominated by a member on paying a refundable amount under section 257 of the Companies Act, 1956. Brief information about him is placed below:-

Name	Mr.K.Gopalaswami
Age	56 Years
Qualifications	B.Com., F.C.A., A.C.S., F.F.I.I.
Other Directorships Name of the	NIL

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Company	
Committee Memberships, if any, with position	NIL
Date of Appointment	At ensuing AGM on 25 th September 2008

None of the directors interested in this resolution.

Item No:-7

The Company is planning major expansion plans in its existing business and also planning to carry infrastructure business. To enable the same, the Authorised Capital is being increased to Rs.50.00 Crores. Consequent amendment in the relevant clauses of the Memorandum of Association and Articles of Association is also proposed. Your Directors recommend this resolution for your approval.

None of the Directors are concerned or interested in this resolution.

Item No:-8

Your Company is concentrating on various businesses. To fund the ongoing projects and to meet the operational expenses, your Company is planning to come into Rights, Follow on Public Issue, GDR/ADR/ FCCB, QIP or Preferential allotment of equity shares to Corporates or High Networth Individuals. Hence, with the view to enhance the authorized equity share capital, the re-classification of Authorised Capital is proposed.

Your Directors recommend this resolution for your approval.

None of the Directors are concerned or interested in this resolution.