

14<sup>th</sup>  
ANNUAL REPORT  
2008 - 2009

Report Junction

For RANKLIN SOLUTIONS LTD

*M. Prakash*

Managing Director

**RANKLIN**  
**SOLUTIONS LIMITED**

**RANKLIN SOLUTIONS LIMITED**

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**14<sup>th</sup> Annual General Meeting**

30th September, 2009

at 3.00 P.M.

at Hotel 1 Place, P.R.R. Estate, 2-22-298,

Behind K.P.H.B. Buss Stop,

Hyderabad – 500 072A. P., INDIA

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**RANKLIN SOLUTIONS LIMITED**

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**CORPORATE INFORMATION****Board of Directors**

M.J. V.V.D. Prakash	-	Chairman & Managing Director
M. Jyothsna Lakshmi	-	Director
J.V.V. Raghava Kumar	-	Director
K. Srinivasa Chakravarthi	-	Independent Director
M. Satish Kumar	-	Independent Director (Addl. Director)
P. Venkateswara Rao	-	Independent Director (Addl. Director)

**Auditors**

M/s Suresh & Co  
Chartered Accountants  
1-405, Divya Shakthi Complex,  
Ameerpet, Hyderabad -16

**Registered Office**

#3, 2nd Floor, Topaz Buildings,  
Somajiguda, Hyderabad – 500 082

**Bankers**

Indusind Bank, Begumpet, Hyderabad.  
ICICI Bank, Punjagutta Branch, Hyderabad  
ING Vysya Bank, Ameerpet Branch, Hyderabad

**Share Registrars**

M/s Venture Capital & Corporate Investments Pvt. Ltd  
12-10-134, Bharat Nagar, Hyderabad -18.

**Listing at**

The Bombay Stock Exchange Ltd  
The Madras Stock Exchange Limited,

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**NOTICE**

Notice is hereby given that the 14th Annual General Meeting of the members of RANKLIN SOLUTIONS LIMITED will be held on Wednesday 30th September, 2009 at 3.00 P.M. at Hotel 1 Place, P.R.R. Estate, 2-22-298, Behind K.P.H.B. Buss Stop, Hyderabad – 500 072 to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Balance Sheet of the company as at 31.03.2009 and the Profit and Loss account for the year ended on that date and the Report of Auditors and the Report of Directors' thereon.
2. To declare a dividend on equity shares.
- 3) To appoint a Director in the place of Mr. J.V.V Raghava Kumar who retires by rotation and being eligible, offer himself for reappointment.
- 4) To appoint auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

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

"RESOLVED THAT Mr.M.Satish Kumar, who was co-opted as an Additional Director of the Company by the Board of Directors and holds office in terms of Section 260 of the Companies Act, 1956 ("the Act"), upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member Under Section 257 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent 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 Mr. P. Venkateswara Rao, who was co-opted as an Additional Director of the Company by the Board of Directors and holds office in terms of Section 260 of the Companies Act, 1956 ("the Act"), upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member Under Section 257 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, liable to retire by rotation."

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.****ITEM NOs. 5 &6**

To broad base and make the Board more independent to appraise the operational activities and assess the implementation of decisions and performance of the Company, the Board co-opted Mr. M.Satish Kumar and Mr. P. Venkateswara Rao as Additional Directors and to act as Independent Directors of the Company with effect from the following dates 02.03.2009 and 01.06.2009 respectively. As per the provisions of Section 260 of the Companies Act, 1956 they will hold the office as Additional Directors up to the ensuing Annual General meeting of the Company.

The Company has received special notices in writing from the members as per the provisions of section 257 of the Companies Act, 1956 proposing their appointment as Directors of the Company. Considering their rich experience and to get the able guidance and benefit of experienced and eminent personalities, the Board recommends their appointment.

None of the Directors of the Company is interested in passing this resolution except Mr. M.Satish Kumar and Mr. P. Venkateswara Rao being the appointees.

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BY ORDER OF THE BOARD

Sd/-

**M.J.V.V.D.PRAKASH**

CHAIRMAN & MANAGING DIRECTOR

Place: Hyderabad

Date : 31-07-2009

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**Details of Directors seeking appointment / retiring by rotation and seeking re-appointment (In pursuance of Clause 49 of the Listing Agreement)****1) Name of the Director : Mr. J.V.V. Raghava Kumar**

Mr. J.V.V. Raghava Kumar, aged about 40 years, has extensive experience in Accounting, Finance and Tax areas for more than Sixteen years. He has also served in executive and management positions in Public Accounting, Tax Consulting, Industry and investment management. Raghava is a licensed CPA with a Masters degree in accounting and a second masters in Corporate Finance. In addition to his accomplishments, he has received advanced specialized training in Cost and Management Accounting.

Mr. J.V.V. Raghava Kumar holds no shares of the Company.

Number of Directorships held in other companies: Nil

**2) Name of the Director : Mr. M.Satish Kumar.**

Mr. M. Satish Kumar, aged about 37 years, he was a Commerce graduate in Osmania University. He has more than Sixteen Years experience in Finance, Accounting, Tax, and Law in the related activities and also extensive exposure in the field of marketing in Gold jewellery items. His exposure, experience and skills in various fields it would be helpful for the Company to have a smooth sail in the Market.

Mr. M. Satish Kumar holds no shares of the Company.

No. of Directorships held in other companies : Nil

**3) Name of the Director : Mr. P. Venkateswara Rao**

Mr. P Venkateswara Rao, aged about 39 years, he did his Computer Post Graduate from a reputed University having Decade experience in Software Solutions especially with Client/Server Technologies. He handled good number of software projects. He handles day to day operation of the Software Development and Client Interaction.

Mr. P. Venkateswara Rao holds 74,100 equity shares of the Company.

Number of Directorships held in other companies: Nil

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**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting.
3. The Register of the members and share transfer books of the Company will remain closed from 26-09-2009 to 30-09-2009 ( both days inclusive).
4. The Dividend for the year ended 31st March, 2009 as recommended by the Board, if approved at the meeting, will be paid to those members whose names appear in the Company's Register of Members after effecting valid transfers received upto the close of business hours on 25th September, 2009. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details provided as at the close of business hours on 25th September, 2009 by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
5. Pursuant to the directions/notifications of SEBI and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated.  
  
Securities and Exchange Board of India, vide Circular Ref.No.MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the current circular, all share transfer requests received after 20th May, 2009 should therefore be accompanied with PAN details.
6. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication.
7. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name/sequence of names.

BY ORDER OF THE BOARD

Sd/-

**M.J.V.V.D.PRAKASH**

CHAIRMAN &amp; MANAGING DIRECTOR

Place: Hyderabad

Date : 31-07-2007

**DIRECTOR'S REPORT**

Dear Members,

I am happy to present on behalf of the Board of Directors the 14th Directors Report of your company together with the Audited Balance Sheet, Profit and Loss Accounts of the company for the financial year ended 31.03.2009

**1. FINANCIAL HIGHLIGHTS:**

Financial results for the year under review and as well as previous year are as follows.

(Rs. In Lacs)

Particulars	Year ended 31.03.2009	Year ended 31.03.2008
Income from Operations	3269.63	1303.58
Other Income	4.87	11.47
PBIDT	734.97	345.90
Depreciation	65.34	43.93
Profit Before Tax (PBT)	669.63	301.97
Provision for Tax	107.36	96.43
Profit After Tax (PAT)	562.27	205.53

**2. FINANCIALS:**

The turnover of the company during the year is 32.70 Crores as compared to Rs.13.03 Crores in the previous year. The company recorded the net profit of Rs. 562.27 Lakhs during the year in comparison with net profit of Rs. 205.53 Lakhs of Previous year. The company is continuously endeavoring to achieve its objectives and implementing new plans to grab new opportunities in the IT sector.

**3. OPERATIONS:**

During the year under review the Company posted a better performance due to various on-going and existing contracts. The impact of recession may be on the results of current year's financials. Considering the recession and pressure on the margins of software industry the Company as part of its diversification plan to mitigate the impact of foregoing, has amended its objects facilitating to venture into trading of gold and jewellery and other ornaments by utilizing the experience of the promoters in this field.

**4. DIVIDEND:**

Based on the Company's performance, the Directors are pleased to recommend for approval of the Members a Final Dividend of 5% i.e. , Rs. 0.50 per equity share for the financial year ending 31st March,2009. The final Dividend on the Equity shares, if declared as above,



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would involve an outflow of Rs. 25.2 Lakhs towards dividend and Rs.4.28 towards dividend tax, resulting in total outflow of Rs.29.48 Lakhs.

**5. FIXED DEPOSITS:**

Your Company has not accepted any deposits falling under Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules 1975 during the year.

**6. DIRECTORS:**

During the year the following changes have taken place in the Board of Directors: Mr.Satish Kumar has been co-opted as an Additional Director w.e.f. 2nd March, 2009.

Mr.K.Srinivasa Chakravarthi has been co-opted as an Independent Director w.e.f. 1st June, 2009 in place of Mr.Vurranki Srikanth who has resigned. Ms.R.Naga Viswaja has also resigned from the office of board of directors w.e.f 01.06.2009.

Mr.P.Venkateshwar Rao has been co-opted as an Additional Director w.e.f.1st June, 2009 (who has resigned from the Board on personal grounds w.e.f.2nd March, 2009) in respect of whom a notice u/s.257 of the Companies Act, 1956 has been received by the Company proposing his appointment as a Director of the Company.

Mr.J.V.V. Raghava Kumar will retire by rotation at the ensuing AGM and eligible for re-appointment who offer themselves.

**7. DIRECTORS RESPONSIBILITIES STATEMENT:**

In pursuance of Section 217(2AA) of the Companies Act, 1956 the Directors of your directors hereby confirm that:

- (i) that in the preparation of Annual Accounts for the year ended 31st March, 2009, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, therefrom;
- (ii) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 ended 31st March, 2009 and of the profit and loss of the company for that period;
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors have prepared the annual accounts on a going concern basis for the financial year 2008-09.

**8. MANAGEMENT'S DISCUSSION ANALYSIS:**

Management's Discussion and Analysis report is enclosed to this report as Annexure - A

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**9. CORPORATE GOVERNANCE:**

Report on Corporate Governance alongwith Auditor's Certificate on Compliance with the code of Corporate Governance under Clause 49 of the Listing Agreement is enclosed as Annexure – B to this report.

**10. AUDITORS:**

M/s Suresh & Co., Chartered Accountants, retire at the conclusion of the ensuing AGM and being eligible offer themselves for reappointment for the financial year 2009-2010. Your Company has received a certificate from the said Auditors to the effect that their re-appointment if made would be in accordance with the provisions of Sections 224(1B) of the Companies Act, 1956.

**11. PARTICULARS OF EMPLOYEES:**

During the year none of the employees of the company is in receipt of remuneration requiring disclosure pursuant to the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies( Particulars of Employees) Rules, 1975, hence the same is not furnished.

**12. AUDIT COMMITTEE:**

Pursuant to Section 292A of the Companies Act, 1956, the Board has constituted the Audit Committee consisting three directors of the Company. The functions as envisaged in the said section have already been delegated to the Committee.

**13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

- a) **Conservation of Energy:** The operations of the Company are not energy extensive.

However, company take necessary steps to minimize the Energy consumption as far as possible.

- b) **Technology absorption:** Not Applicable

- c) **Foreign exchange earnings and outgo:**

	(Rs. In lacs)	
	2008-09	2007-08
Foreign Exchange earnings	142	Nil
Foreign Exchange outgo	Nil	Nil