

16th Annual General Meeting

30th September, 2011

at 10.00 A.M.

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

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

Hyderabad – 500 072., A. P., INDIA

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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 | - Independent Director |
| M. Satish Kumar | - Independent Director |
| K. Vijaya Rama Raju | - Independent Director |

Auditors

M/s P S Nagaraju & Co.,
Chartered Accountants
6-3-596/65, Secound Floor, "Adarsh Villa",
Naveen Nagar, Khairatabad, Hyderabad -16

Registered Office

Module 1, Q3-A3, Cyber Towers,
1st Floor, Hi tech City,
Madhapur, Hyderabad - 500 081

Bankers

Central Bank of India, Khairatabad, 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

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the members of **RANKLIN SOLUTIONS LIMITED** will be held on Friday 30th September, 2011 at 10.00 A.M. at Hotel 1 Place, P.R.R.Estate, 2-22-298, Behind K.P.H.B Bus Stop, Hyderabad- 500072 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet of the company as at 31.03.2011 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 P.S.Nagaraju & Co Chartered Accountant, as Statutory Auditors of the company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix the 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 Shri A.Vijaya Rama Raju, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 257 read with Section 190 of the said Act, along with a deposit of Rs.500/- proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be determinable by retirement of Directors by rotation."

BY ORDER OF THE BOARD

Sd/-

M.J.V.V.D.PRAKASH

CHAIRMAN & MANAGING DIRECTOR

Place: Hyderabad
Date : 03-09-2011

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE
COMPANIES ACT, 1956****Item No. 5:**

The Board of Directors co-opted Sri. A.Vijaya Rama Raju as Additional Director w.e.f 10.02.2011. As per the provisions of Section 260 of the Companies Act, 1956, he holds office of director upto the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a Member of the Company along with a deposit of Rs.500/- under Section 257 read with Section 190 of the Companies Act, 1956 proposing the candidature of Sri. A.Vijaya Rama Raju for the Office of Director whose period of office shall be determinable by retirement of Directors by rotation. As per the provisions of Section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the resolution is recommended for your approval.

The profile of the said director is annexed hereto under the head "Additional Information "

None of the Directors except Sri A.Vijaya Rama Raju is interested in the above said resolution

BY ORDER OF THE BOARD

Sd/-

Place: Hyderabad
Date : 03-09-2011

M.J.V.V.D.PRAKASH
CHAIRMAN & MANAGING DIRECTOR

ADDITIONAL INFORMATION**Details of Directors retiring by rotation and seeking re-appointment and Directors seeking for regularization (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 42 years, has extensive experience in Accounting, Finance and Tax areas for more than eighteen years. He has also served in executive and management positions in Public Accounting, tax consulting, industry and investment management. Raghava is 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. A.Vijaya Rama Raju.

Mr. A.Vijaya Rama Raju, aged about 49 years, he was a Commerce graduate in reputed University having a decade experience in finance, Accounting, tax and law in the related activities and also have extensive exposure, experience and skills in various fields it would be helpful for the Company to have a smooth sail in the Market including in reviewing of financial Statements regarding compliance of provisions of various regulatory authorities including Generally Accepted Accounting Principles (GAAP) in India.

Mr. A.Vijaya Rama Raju holds no shares of the Company.

Number of Directorships held in other companies: Nil

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. Members / proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting.
4. The Register of the members and share transfer books of the Company will remain closed from 26-09-2011 to 30-09-2011 (both days inclusive).

5. The Dividend for the year ended 31st March, 2011 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, 2011. 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 30th September, 2011 by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
6. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Venture Capital& Corporate Investment Private Limited, 12-10-134, Bharat Nagar, Hyderabad 500018, India.
7. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circular stating that service of notice/documents including annual report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to their respective Depository Participants / RTA - M/s Venture Capital and Corporate Investments Private Ltd 12-10-167, Bharatnagar Hyderabad – 500 004, Andhra Pradesh.
9. 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.D.PRAKASH
CHAIRMAN & MANAGING DIRECTOR

Place: Hyderabad
Date : 03-09-2011

DIRECTOR'S REPORT

Dear Members,

I am delighted to present on behalf of the Board of Directors the 16th Directors' Report on our business and operations of the company together with the Audited Balance Sheet, Profit and Loss Account of the company for the financial year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS:

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

| | | (Rs. In Lacs) |
|-------------------------|--------------------------|-------------------------|
| Particulars | Year ended 31.03.2011 | Yearended 31.03.2010 |
| Income from Operations | 4775.60 | 4129.60 |
| Other Income | 0.00 | 4.61 |
| PBIDT | 1029.94 | 934.38 |
| Depreciation | 199.10 | 101.46 |
| Profit Before Tax (PBT) | 830.81 | 832.92 |
| Provision for Tax | 220.82 | 143.61 |
| Profit After Tax (PAT) | 609.99 | 689.31 |

FINANCIALS:

The turnover of the company during the year is Rs.4775 Lakhs as compared to Rs.4129 Lakhs in the previous year. The company recorded the net profit of Rs. 571.05 Lakhs during the year in comparison with net profit of Rs 689.31 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.

OPERATIONS:

During the year under review the Company posted a better performance due to various on-going and existing contracts. 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 as well as to set-up small hydro power generation units.

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, 2011. The final Dividend on the Equity shares, if declared as above, would involve an outflow of Rs. 25.2 Lakhs towards dividend and Rs.4.19 Lakhs towards dividend tax, resulting in total outflow of Rs.29.39 Lakhs.

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.

DIRECTORS:

During the year under review Mr. K.S.Chakravarthi and P.Venkateswara Rao were resigned on 03.12.2010 and 10.02.2011 respectively from the Board of Directors.

Further Mr. A. Vijaya Ramaraju was appointed as Additional Director W.e.f.10.02.2011.

DIRECTORS RESPONSIBILITIES STATEMENT:

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

- (i) That in the preparation of Annual Accounts for the year ended 31st March, 2011, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- (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, 2011 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 2010-11.

EMPLOYEE STOCK OPTION SCHEME:

Pursuant to the Special Resolution passed by the Members at the Extra- ordinary General Meeting held on December 1st, 2010, Ranklin Solutions Limited has introduced Employees Stock Option Scheme-2010 (Ranklin ESOS - 2010) to enable the employees of the Company to participate in the future growth and financial successes of the Company. Out of 20,00,000 stock options under 'Ranklin ESOS - 2010' with each option convertible into one equity share of Rs. 10/- each, the Board of Directors of your Company, based on the recommendations of the Remuneration Committee, granted 20,00,000 stock options to its eligible employees, on December 3rd 2010.

MANAGEMENT'S DISCUSSION ANALYSIS:

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

CORPORATE GOVERNANCE:

Report on Corporate Governance along with Company Secretaries Certificate on Compliance with the code of Corporate Governance under Clause 49 of the Listing Agreement is enclosed as Annexure-B to this report

AUDITORS:

M/s P.S.Nagaraju & Co, Chartered Accountants, retire at the conclusion of the ensuing AGM and being eligible offer themselves for reappointment for the financial year 2011-2012. 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.

PARTICULARS OF EMPLOYEES:

There are no employees whose particulars are required to be furnished under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975, and as amended from time to time as remuneration of none of the employees is in excess of Rs. 5,00,000/- per month, if employed for the part of year or Rs.60,00,000/- per annum during the financial year 2010-11 .

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.

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 has taken 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) | |
|---|---------------|---------|
| | 2010-11 | 2009-10 |
| Foreign Exchange earnings | 39.38 | 142.00 |
| Foreign Exchange outgo | Nil | Nil |

HUMAN RESOURCES

Your Company is powered by a group of talented IT & consulting professionals. An effective retention strategy and pride of being associated with the resurrection has helped to bring a marked improvement in the retention of key Associates. Acquiring top talent continues to be one of our primary objectives.

The Performance and Potential Management System was revamped to offset the limitations of a traditional career management program. Associates now have the distinct opportunity to choose either a specialist or managerial career path at key inflection points in the organization. This enables the right cross matching of opportunities with individual aspirations and helps to provide a well rounded industry exposure to Associates.

Leadership development and capability enhancement continues to be the focus areas for the organization. Our investments in enhancing the skill levels and successfully deploying talent have helped enhance utilization levels across the company. To continually strengthen our Associates skills - from entry level programmers to lateral hires, a variety of classroom and action learning interventions have been rolled out.

Great emphasis is being placed on building young leaders and programs such as Global Leadership Cadre (GLC) and Shadow Board help unearth young, aspiring talent and provide them with high-octane, growth accelerating roles.

ACKNOWLEDGEMENTS:

Your Directors also place on record their heart felt gratitude for the support extended and confidence reposed by the customers, shareholders, employees, Central and State Government agencies and suppliers and look forward for the same in future.

For and on behalf of the Board

Place : Hyderabad
Date : 03-09-2011

Sd/-
(M.J.V.V.D.PRAKASH)
Chairman & Managing Director