

teknomin aqua exports (India) limited

REGD.OFFICE: 29-36-20,SAMARAT COMPLEX,
MUSEUM ROAD,GOVERNORPET,
VIJAYAWADA-520 002.



**23rd Annual Report
2013-2014**

**BOARD OF DIRECTORS**

P.MASTAN RAO
B.KRISHNA MURTHY
J.VISHNU PRASADA RAO
P.PARAMDHAMAIAH
S.SATYANARAYANA
P.SRILAKSHMI
B.RAMCHANDRAN

Chairman & Managing Director
Director & C.F.O
Director - Non-Ececutive
Director - Non-Ececutive
Director - Non-Ececutive Independent
Director - Non-Ececutive
Director - Non-Ececutive Independent

AUDITORS

M/s.HANUMAIAH & Co.
Chartered Accountants,
1&2 Ground, RAM'S VSR Apartments,
Mogalrajpuram,
VIJAYAWADA - 520 010. (A.P.)

BANKERS

Indian Overseas Bank, Gudur

LISTING - TO BE REVOKED

The Stock Exchange,Mumbai

SHARE TRANSFER AGENTS

M/s.Teknomin Aqua Exports (I) Limited
29-36-20,Samarat Complex,
Museum Road,Governorpet,
Vijayawada - 520 002

REGISTERED OFFICE

M/s.Teknomin Aqua Exports (I) Limited
29-36-20, Samarat Complex,
Museum Road, Governorpet,
Vijayawada - 520002
E.mail; teknominaqua@gmail.com
Phone no;-(0866)2432758

PROJECT ADMINISTRATIVE OFFICE

1/448 m.v.nager, GUDUR - 524 102
NELLORE DISTRICT.(A.P)

23rd ANNUAL GENERAL MEETING

Date : **22nd September. 2014**
Time : 10-00AM
Day : Monday
Venue : Hotel Swarna place
Near old bus stand,
Governorpet,
Vijayawada - 520 002.
Andhra Pradesh

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NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of TEKNOMIN AQUA EXPORTS (INDIA) LIMITED will be held at 29-36-20, samrat complex, museum road, governor pet, Vijayawada – 520002 on Monday, 22nd September, 2014 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Financial statements**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors

THEREON.**2. Appointment of Director**

To appoint a director in place of B.Krishna Murthy who retires by rotation and being eligible, seeks re-appointment.

3. Appointment of Director

To appoint a director in place of P.Parandhamaiah who retires by rotation and being eligible, seeks re-appointment

4. Appointment of Auditors

To re-appoint auditors of the company to hold office from the conclusion of the fourth consecutive AGM and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT pursuant to provisions of section 139 of Companies Act, 2013 and the rules made there under, and pursuant to the recommendations of the audit committee of the board of Directors, HANUMAIAH&CO, Chartered Accountants, VIJAYAWADA, be and hereby re-appointed as the auditors of the company, to hold office from the conclusion of this AGM to the conclusion of the next AGM and that the Board of Directors be and hereby authorized to fix such remuneration as may be determined by the Audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.

SPECIAL BUSINESS:

5. To appoint SmtP.Srilakshmi (DIN: 01486164) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Smt P.Srilakshmi (DIN:01486164) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To appoint Shri S.Sathyanarayana (DIN:2834897) as an Independent Director and in this regard 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 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made there under, Shri S. Sathyanarayana (DIN:2834897) office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be appointed as Independent Director to hold office for 5 (five) consecutive years commencing from 01.10.2014

7. To appoint Shri B.Ramchandran,(DIN:06830743) as an Independent Director and in this regard 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 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made there under, Shri B.Ramchandran, (DIN:06830743) whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be appointed as Independent Director to hold office for 5(five) consecutive years commencing from 01.10.2014.

By Order of the Board of Directors
Managing Director

Place: Vijayawada.
Date: 19-8-2014

Sd/-
(P. Mastan Rao)

NOTES:

- a. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 17th September 2014 to Sunday the 21st day of September 2014 (both days inclusive) for the purpose of Annual General Meeting and payment of Dividend, to be declared.
- b. Explanatory Statement as required under Section 102(2) of the Companies Act, 2013 is annexed.
- c. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
- d. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- e. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- f. The Company's Registrar and Transfer Agents for its share registry work is Done by the company it should be since all shares are in physical format.
- g. Members can avail of the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
- h. Members are requested to
 - intimate to the DP (Depository Participant), changes, if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
 - intimate to the Company's RTA (Registrar and Transfer Agents), changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
- consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- i. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details.
- j. Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government.
- k. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specified functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- l. In order to save the natural resources Members are requested to register their e-mail address/addresses with the Depository Participants, if the shares are held in dematerialized form and with the Company's Registrar & Transfer Agent if the shares are held in physical form, in case you have not registered your email ids till now.

**EXPLANATORY STATEMENT SETTING OUT
MATERIAL FACTS AS REQUIRED BY SECTION
102 (2) OF THE COMPANIES ACT, 2013****ITEM 5**

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman director.

Keeping in view the above legal requirements and in deference to Company's shareholders' wishes, the Board of Directors have proposed that Smt. P.Srilakshmi be appointed as a Director of the Company

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. P.Srilakshmi for the office of Director of the Company.

Smt. P.Srilakshmi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 1,69,200 equity shares in the Company as on 31.03.2014.

Smt. P.Srilakshmi is a Director of Teknomin Construction Ltd, and S.L.G. Agro frams Private Limited.

Smt. P.Srilakshmi may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as a Director. Shri P.M. Rao, who are her relative and the Managing Director. and Executive Directors of the Company, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Smt. P.Srilakshmi.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

ITEM NO. 6 AND 7

Shri S.Sathyannarayana and Shri B.Ramchandran are serving on the Board of your company as Independent Directors in compliance to the Clause 49 of the Listing Agreement with BSE.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, your company needs to have at least one third of the total number of directors as Independent Directors.

The Company has received notices in writing from members' along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri S.Sathyannarayana and Shri B.Ramchandran for the office of Directors of the Company

The Independent Directors appointed herein shall not be liable to retire by rotation.

Based on the disclosures received from each of these Directors, the Board satisfied that each of these Directors meets the criteria for independence as laid down in Section 149(6) of the Companies Act, 2013 and they are not disqualified as contemplated under Section 164 of the Companies Act, 2013.

The details pertaining to these directors required to be provided pursuant to clause 49 of Listing Agreement are furnished in the statements on the Corporate Governance forming part of this Annual Report

Shri S.Sathyannarayana and Shri B.Ramchandran. are not holding any equity shares of the company

Your Directors commend this resolution for approval of the shareholders as an ordinary resolution.

Shri S.Sathyannarayana and Shri B.Ramchandran are concerned or interested in their respective resolutions pertaining to their appointment

By Order of the Board of Directors

Managing Director

Place: Vijayawada.

Sd/-

Date: 19-8-2014

(P. Mastan Rao)

**DIRECTORS REPORT**

Dear Members,

The Directors have pleasure in presenting before you the 23rd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS:**OPERATIONS OF THE COMPANY:**

The details of operating results for the year are furnished below :

		(Rupees in lacs)	
	Particulars	2013-2014	2012-2013
01	Gross Turnover	14.79	3.66
02	Profit / (Loss) Before Tax	-10.13	-7.48
03	Profit / (Loss) After Tax	-10.13	-7.48
04	Equity Share Capital	557.01	557.01

Your Directors are making every effort for improving its business and profitability.

PERFORMANCE:

During the year 2013-14, the Company has achieved a turnover of 14.79 amounts and incurred a net profit/loss (10.13).

Directors

In accordance with the requirements of the Companies Act, 2013 Shri B.Krishna Murthy and Shri P.Parndhamaiah Directors of the Company are liable to retire by rotation at the Annual General Meeting and, being eligible, offer themselves for reappointment at the ensuing Annual General Meeting.

Brief resume of the Directors proposed to be reappointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and relationships between directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance.

Statutory Auditors

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013, on rotation of audit firms, and based on the recommendation of the Audit Committee, the Board has re-appointed M/s. HANUMAIAH&CO Chartered Accountants, Vijayawada as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting to the Conclusion of the next Annual General Meeting. M/s. HANUMAIAH&CO Chartered Accountants, Vijayawada, have confirmed that the appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013. Accordingly, the appointment of M/s. HANUMAIAH&CO,Chartered Accountants, Vijayawada, as the Statutory Auditors, is being proposed as an Ordinary Resolution.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

as per Clause 49 of the Listing Agreement, a Management Discussion & Analysis Report is given below:

Overview**Regarding Company Business**

During the year the company has continued the implementation of its aqua culture and the same is work-in-progress.

Internal Control Systems and their academy

The Company has adequate internal control systems commensurate with the size of its operations and for the purpose of exercising adequate controls of the day-to-day operations. Systems are regularly reviewed to ensure effectiveness.

Opportunities and Threats

The opportunities we see are in the new areas which your Company has entered into. Your directors also place on record their deep sense of appreciation of the services of the staff and workers of the Company, who have contributed for the administration of the Company's affairs. We see no major threat in the coming year other than what was earlier.

Place : Vijayawada.

For and on behalf of the Board of Directors

Date : 19-8-2014

Sd/-

Sd/-

(P.Mastan Rao)

(B.Krishna Murthy)

Chairman & Managing Director

Director/C.F.O

Fixed Deposits:

The Company has not accepted any deposits from the public in terms of Section 58A of the Companies Act, 1956

Particulars of Employees:

It is to report that there are no employees drawing salary of Rs.2,00,000/- or more p.m. or Rs.24,00,000/- or more per year or part thereof.

Your directors also place on record their deep sense of appreciation of the services of the staff and workers of the Company, who have contributed for the administration of the Company's affairs.

Directors Responsibility Statement:

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departure from the same;
- ii) 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 as at March 31, 2014 and profit for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
- iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out Go:

The particulars relating to Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo as required under section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are as follows

a) Conservation of Energy

The company's operations require low energy consumption. Adequate measures are taken to conserve energy whenever possible.

b) Technology absorption, Adoption and Innovation

There is no information to be furnished regarding Technology Absorption as your Company has not undertaken any research and development activity in any manufacturing activity nor any specific technology is obtained from any external sources, which needs to be absorbed or adopted.

c) Foreign Exchange earnings and outgo: Nil**Corporate Governance:**

In pursuance of Clause 49 of the Listing Agreement entered into with the stock exchanges, a separate section on Corporate Governance has been incorporated in the annual report for the information of shareholders. A certificate from the auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 also forms part of the annual report.

Acknowledgements:

Your Directors wish to place on record their gratitude to the Company's shareholders, customers, vendors and bankers for their continued support to the company growth initiatives. Your Directors also wish to place on record, their appreciation of the contribution made by employees at all levels, who through their competence, sincerity, hard work, solidarity and dedicated support, have enabled your Company to make rapid strides in its business initiatives Your Directors also thank the Central and State Governments and their various agencies and other Governmental agencies for extending their support during the year, and look forward to their continued support.

On behalf of the Board of Directors

	Managing Director	Director
Place: Vijayawada.	Sd/-	Sd/-
Date: 19-8-2014	(P. Mastan Rao)	(B. Krishna Murthy)

CORPORATE GOVERNANCE

(Mandatory Requirements)

INTRODUCTION:

The Securities and Exchange Board of India (SEBI) has introduced a Code of Corporate Governance (Code) by way of amendment to the listing agreement with the Stock Exchanges. The Company has complied with the mandatory requirements of the Code.

Report on Corporate Governance

In terms of Compliance to Clause No. 49 of the Listing Agreement on Corporate Governance, your Company is complying with the guidelines. The report for current year is as follows:

(1) Company's Philosophy:

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally and provide satisfaction to all stakeholders including customers, shareholders and employees.

(2) Board of Directors:

The Composition of the Board of Directors of the company meets the stipulated requirements.

The Board of Directors comprises a Managing Director, executive director and nonexecutive Directors. The Board functions as a full Board or through Committees. The Board and the Committees meet at regular intervals to discuss on areas of Policy formulation, evaluation of performance and control functions vest with Board, while the Committees oversee operational issues

(1) Composition and Category of Directors as of March 31, 2014 is as follows:

No.	Name	Designation	Category
1.	Peram Mastan Rao	Managing Director	Promoter/Executive Director
2.	Krishnamurthy Bandaru	Director	Promoter/Executive Director
3.	Parandhamaiah Pinnamaneni	Director	PromoterNon- Executive Director
4.	Vishnu Prasad Jasti	Director	Promoter/Non- Executive Director
5.	Satyanarayana Sama	Director	Independant Non- Executive Director
6.	Peram Srilakshmi #	Additional Director	Promoter /Non-Executive Director
7.	Ramachandran Bandhuvula #	Additional Director	Independent /Non-Executive Director
8.	K.L. Prasad *	Director	Non Promoter /Non-Executive Director

(*) resigned w.e.f. 23.07.2013)

(#) appointed as additional director in the Board Meeting held on 10.02.2014)

Mention the details of the directors designation, appoint or resignation during the year.