

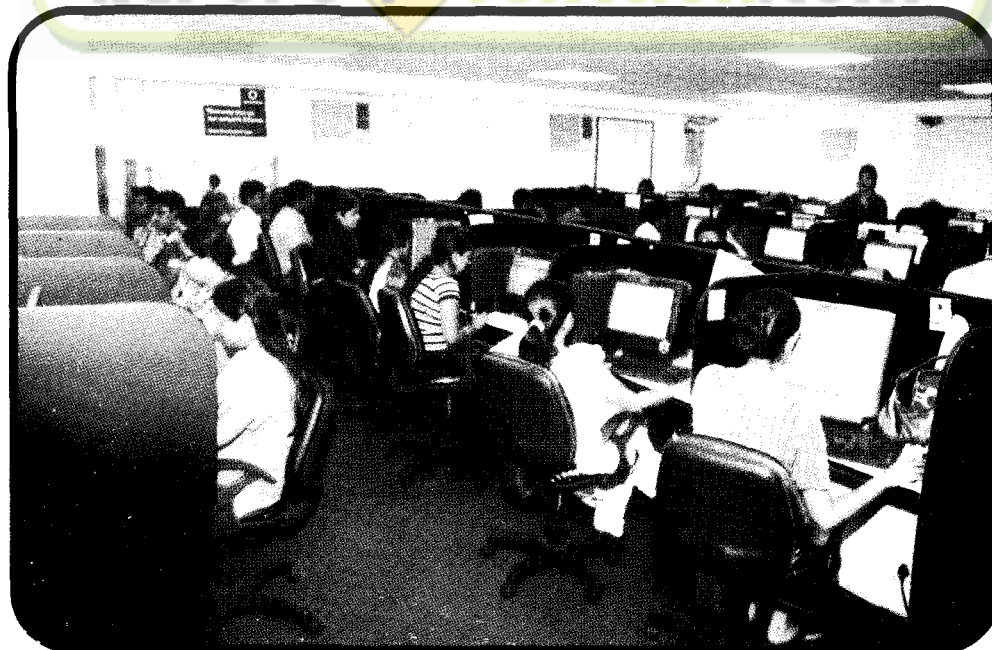
9th Annual Report 2007-2008



V & K Softech Limited

Regd. Office :

I-405, 4th Floor, Divyashakti Apartments,
Ameerpet, Hyderabad - 500 016



Vodafone BPO Centre at Kolkata

COMPANY INFORMATION**BOARD OF DIRECTORS**

Mr. D. UDAY KIRAN	-	Managing Director
Mr. PREM GUPTA	-	Director
Mr. P. V. SHYAM PRASAD	-	Director
Mr. RAJESH KUMAR GUPTA	-	Director
Mr. UMESH GOVIND BHAT	-	Director
Mr. MANOJ RUNGTA	-	Additional Director

COMPANY SECRETARY

Mr. S. B. Garg

AUDITORS

Ajay Mehra & Co.,
Chartered Accountants,
B-1/4A First Floor,
Rajouri Garden,
New Delhi-110027

BANKERS

HDFC Bank, New Delhi
IDBI, New Delhi
Axis Bank, Kolkata

**REGISTRAR AND SHARE
TRANSFER AGENT**

Bigshare Services Pvt. Limited
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (East) MUMBAI - 400 072.

LISTING

Bombay Stock Exchange Ltd., Mumbai
The Calcutta Stock Exchange Association Ltd

ANNUAL GENERAL MEETING

Date : 25th September, 2008
Time : 11.00 A.M.
Day : Thursday
Venue : I-405, 4th Floor, Divyashakti Apartments,
Ameerpet, Hyderabad - 500 016

REGISTERED OFFICE

I-405, 4th Floor, Divyashakti Apartments,
Ameerpet, Hyderabad - 500 016

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SHAREHOLDERS' INFORMATION

REGISTERED OFFICE

I-405, 4th Floor, Divyashakti Apartments,
Ameerpet, Hyderabad - 500 016

ANNUAL GENERAL MEETING

9th Annual General Meeting will be held on 25th September 2008

VENUE

I-405, 4th Floor, Divyashakti Apartments,
Ameerpet, Hyderabad - 500 016

AGENDA

Adoption of Accounts for the Year 2007-2008
Appointment of Directors
Appointment of Auditors and to fix their remuneration

BOOKS CLOSURE

The Register of Members and Share Transfer Registers
will remain closed from 22-09-2008 to 25-09-2008 (both days inclusive)

TRANSFER WINDOW

Bigshare Services (P) Ltd.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (East), MUMBAI-400072

SHARE LISTING

Bombay Stock Exchange Ltd. Mumbai
The Calcutta Stock Exchange Association Ltd. Kolkata

V & K SOFTECH LTD**NOTICE**

Notice is hereby given that the Ninth Annual General Meeting of the members of V & K Softech Ltd. will be held on Thursday the 25th September, 2008 at 11.00 A.M. at the Registered office of the Company at I-405, 4th Floor, Divyashakti Apartments, Ameerpet, Hyderabad - 500 016 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2008 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Prem Gupta, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. P V Shyam Prasad who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their 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 pursuant to the provisions of the Companies Act, 1956, the Articles of Association of the Company and other applicable provisions, if any, Mr. Manoj Rungta who was appointed as an Additional Director of the Company by the Board of Directors, who holds office under Section 260 of the Companies Act, 1956 upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a director, who has given his consent to act as a director and declaration in Form DD-A, be and is hereby appointed as Director of the Company who shall be liable to retire by rotation."

Registered Office :

I-405, 4th Floor,
Divyashakti Apartments
Ameerpet, Hyderabad-500016

By Order of the Board
For V & K Softech Ltd.

DATED: 30-07-2008

Mr. Prem Gupta
Chairman

V & K SOFTECH LTD

Notes:

- A.** Appointment of Proxy: A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting.
- B.** Corporate Members: Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- C.** The Register of Members will remain closed from Monday, 22th September, 2008 to Thursday, 25th September, 2008 (both days inclusive). The transfer books of the Company will remain closed for the aforesaid purpose.
- D.** Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- E.** Members / Proxies are requested to bring their copy of Annual Report and also the attendance slip duly filled in for attending the meeting.
- F.** Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company at its Registered Office quoting reference to their Registered Folio Number.
- G.** Inspection of Documents: Copies of Memorandum and Articles of Association of the Company shall be open for inspection at the registered office of the Company at all working days between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- H.** Explanatory Statement as required under section 173(2) of the Companies Act, 1956 in respect of Special Business under item No.5 is enclosed herewith.
- I.** Directors : Details of the Directors being appointed / reappointed as required under Clause 49(VI) (A) of the Listing Agreement, are provided in the Report on Corporate Governances Section of the Annual Report.

V & K SOFTECH LTD**Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956****Item No. 5**

Mr. Manoj Rungta aged about 38 years. He is graduate, having vast experience of 15 years in the industry. He was appointed as additional director of the company at the meeting of Board of Directors held on 30th April, 2008 and pursuant to Section 260 of the Companies Act, 1956, he hold the office till this Annual General Meeting. The Company has received a notice in writing under Section 257 of the Companies Act, 1956 from a member along with requisite fee proposing the candidature of Mr. Manoj Rungta for the office of a Directorship. His services are essential needed in the interest of the company. The Board recommends the resolution appearing at Item no. 5 of the accompanying notice seeking your approval to his appointment as Director of the company.

None of the Directors except Mr. Manoj Rungta is interested or concerned in the proposed resolution.

Registered Office :

I-405, 4th Floor,
Divyashakti Apartments
Ameerpet, Hyderabad-500016

DATED : 30-07-2008

For and on behalf of the Board of Director

Mr. Prem Gupta
Chairman

V & K SOFTECH LTD

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the Ninth Annual Report of your Company together with the Audited Results for the year ended March 31st, 2008. The highlights of the financial results are as follows:-

(Rs. In Lakhs)

PARTICULARS	YEAR ENDED 31-03-2008	YEAR ENDED 31-03-2007
Income	2990.75	3038.10
EXPENDITURES	2924.09	2894.67
PROFIT/ (LOSS) BEFORE TAX	66.66	143.43
PROVISION FOR TAX	13.07	28.98
Profit Before Deferred Tax	53.59	114.45
Provision for Deferred Tax	6.76	19.32
NET PROFIT/LOSS after taxation	46.83	95.13
Equity Share Capital (F.V. Rs.10 each)	975.39	975.39
Reserve & Surplus	52.29	5.46
Earning per Share	0.48	0.98

FINANCIAL & OPERATIONAL HIGHLIGHTS

During the Year, The Company has earned Profit of Rs. 46.83 Lacs as compared to Rs. 95.13 Lacs in previous year. As there is a substantial growth in IT Sector and software projects development. Your Directors are hopeful that in forthcoming years Company will definitely perform up to mark achieve good profitability and earning per share will be increased.

DIVIDEND

The Directors did not recommend any dividend as profits of the Company have been ploughed back for expansion activities.

DIRECTORS

In accordance with the provision of Companies Act, 1956 and Articles of Association of the company, Mr. Prem Gupta and Mr. P V Shayam Prasad are the directors who retire by rotation and being eligible offer themselves for re-appointment . During the year Mr. Manoj Rungta was appointed as an Additional Director of the Company subject to retirement by rotation.

AUDITORS

M/s Ajay Mehray & Co., Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting. Your directors propose to recommend the appointment of M/s Ajay Mehray & Co. as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company. The Company has received declaration under Section 224(1B) of the Companies Act, 1956 from the Auditors of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- I. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- II. That the Directors' had 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, 2008 and of profits for the year ended on March 31, 2008.
- III. That the Directors' had 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' had prepared the annual accounts for the year ended March 31, 2008 on a going concern basis.

CORPORATE GOVERNANCE AND COMPLIANCE

A report on corporate governance is annexed to this report. A certificate from Statutory Auditors with regard to the compliance of the corporate governance as stipulated in Clause 49 of the Listing Agreement by the company is annexed to this report.

The company has complied with all mandatory requirements prescribed under Clause 49 of the Listing Agreement. In addition, the company has also implemented some of the non-mandatory provision of Clause 49.

AUDIT COMMITTEE

The Audit Committee has been constituted by the company pursuant to Section 292(A) of the Companies Act, 1956 and under Clause 49 of the Listing Agreement.

FIXED DEPOSITS

During the year under review, your Company did not accept any deposits from the public in terms of Section 58A of the Companies Act, 1956.

BUY BACK OF SHARES

The information required under section 217(2B) is not applicable.

FORFEITURE/ RE-ISSUE OF SHARES

Company had forfeited 896882 shares vide Board resolution dated 17-01-2006 due to non payment of call money. The same are pending for Re-issue.

PARTICULARS OF EMPLOYEES

During the financial year under review, none of the Company's employees were in receipt of remuneration as prescribed U/S 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended and hence no particulars are required to be disclosed in this report.

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

The issues relating to conservation of energy and technology absorption are not quite relevant to the business activities of the company.

The Company is keen to imbibe the new technologies and innovations in the IT sector and following recent trends in the Industry.

Foreign exchange earning during the year is NIL

and out go during the year is NIL

LISTING

The equity shares of the company are at listed with the Bombay Stock Exchange Limited & The Calcutta Stock Exchange Association Ltd. The Company is regular in payment of listing fees.

CASH FLOW STATEMENT

In conformity with the provisions of clause 32 of the Listing Agreement and requirement of Companies Act, 1956 the cash flow statement for the year ended 31.03.2008 is annexed here to.

ACKNOWLEDGEMENT

The Board wishes to thank the Govt., Stock Exchanges, Share Holders, Bankers and its valued business associates for the continuous support and co-operation extended by them and also record its appreciation of the valuable contribution made by the employees at all levels towards the growth of the Company.

For and on behalf of the Board of Directors

Place : Hyderabad
Dated: 30-07-2008

Mr. Prem Gupta
Chairman