

A Leader In Technology Driven Business Solutions

Annual Report 2013 - 14



SAVEN TECHNOLOGIES

Corporate information

Board of Directors

Shri Nrupender Rao (Chairman)
Shri Sridhar Chelikani
Shri R S Sampath
Wg Cdr A B Bhushan (Retd)
Shri Vijay Chandra Puljal
Shri R Ravi (Additional Director)
Shri Murty Gudipati (Executive Director and CEO)

Company Secretary

Ms. Jayanthi P

Chief Financial Officer

Mr. S. Mohan Rao

Auditors

Rambabu & Co.,
Chartered Accountants
31, Pancom Chambers,
6-3-1090/1/A, Rajbhavan Road,
Somajiguda, Hyderabad - 500 082

Bankers

IndusInd Bank Limited
State Bank of India
Andhra Bank

Registered Office

CIN: L72200TG1993PLC015737
No.302, My Home Sarovar Plaza,
5-9-22, Secretariat Road,
Hyderabad - 500 063.

U.S. Subsidiary

Saven Technologies Inc.,
1051 Perimeter Drive,
Suite 1175, Schaumburg,
IL 60173, USA

Registrar and Share Transfer Agents

XL Softech Systems Ltd.
3, Sagar Society, Road No.2,
Banjara Hills, Hyderabad - 500 034.

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DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 21st Annual Report on the operations of Saven Technologies Ltd together with the audited financial statements for the year ended March 31, 2014. The financial highlights of the Company are as follow:

Financial Results

(In Lakhs)

Particulars	Consolidated		Standalone	
	2013-14	2012-13	2013-14	2012-13
Revenue from operations	6945.80	7421.35	1135.36	1000.87
Operating Profit (PBITD)	573.20	513.10	513.83	341.10
Depreciation and amortization	40.94	62.71	34.57	32.81
Income Tax	213.99	164.72	118.06	72.58
Exceptional items (CR)	--	37.09	--	37.09
Minority Interest	57.92	53.64	--	--
Profit after Tax (PAT)	252.08	263.52	359.85	271.74
Basic Earnings Per Share (Rs.)	2.32	2.42	3.31	2.50

Business Performance

The consolidated income of your Company and its subsidiary, Saven Technologies Inc., was Rs. 6945.80 lakhs as compared to Rs. 7421.35 lakhs for the previous year. The consolidated profit before tax was Rs. 524 lakhs as against Rs. 444.79 lakhs for the previous year. The net consolidated profit was Rs. 252.08 lakhs as against Rs. 263.52 lakhs for the previous year.

The total revenue of the Company for the year ended March 31, 2014 was Rs. 1135.36 lakhs compared to Rs. 1000.87 lakhs for the previous year. Software development and services by the offshore development center of the Company maintained its operations at Rs. 834.19 lakhs as compared to Rs. 842.24 lakhs for the previous year. The profit before Tax and exceptional item recorded an increase of 55%, from Rs. 307.24 lakhs to Rs. 477.92 lakhs, due to favourable foreign exchange variance and dividend income of Rs. 172.47 lakhs from the subsidiary.

Subsidiary Company:**Saven Technologies Inc. - US**

The Company's subsidiary, Saven Technologies Inc., could achieve total income of USD 11.98 Million (Rs.6800.35 lakhs) as against USD 14.12 Million (Rs. 7337.49 lakhs) for the previous year. The operating income was \$ 3.68 lakhs (Rs. 208.72 lakhs) as compared to \$ 4.29 lakhs (Rs.222.18 lakhs) for the previous year. The Net Profit after income tax was \$ 2.26 lakhs (Rs. 127.69 lakhs) as against profit of \$ 2.37 lakhs (Rs.122.50 lakhs) for the previous year.

During the year under review, your subsidiary declared a total dividend of \$ 0.67 (66.2/3%) per equity share of \$ 1 each. Your Company received a dividend amount of Rs.172.47 lakhs, In addition, the subsidiary also declared and paid a dividend of \$ 3.60 lakhs (Rs 209.88 lakhs) in the month of May, 2014.

Due to stringent restrictions imposed by US Immigration Services on visa regulations, the number of employees had considerably reduced and substantially affected the billable hours. Considering the declining trend, the Board of Saven had taken a conscious decision of disinvesting its holdings in the subsidiary at its meeting held in May 2014. The Company had initially invested \$ 420,000 (Rs. 194.69 lakhs) in the year 2001 and realized from the sale proceeds \$ 828,530 (Rs.485.09 lakhs).

You will be happy to know that your company received an amount of Rs.9.47 crores towards sale proceeds and dividend income during the last two years, as against the original investment of Rs. 1.95 crores.

Joint Venture

Penrillian Limited, a joint venture of your Company in UK, is in the business of software development for wireless information devices to provide high end technical solutions to leading mobile Companies. Amidst a recessionary trend in Europe, Penrillian achieved revenue of £ 1.13 million for the year ended June 30, 2014 as against £ 1.80 million for the previous year and is optimistic of improvement in the performance in its current year.

Consolidated Financial Statements

In conformity with Clause 32 of the Listing Agreement with the Stock Exchange and as required by Accounting Standard 21 issued by The Institute of Chartered Accountants of India (ICAI), the Consolidated Financial Statements of your Company and its Subsidiary are published in the Annual Report.

Dividend

Your Directors considered it prudent to conserve the resources of the Company for its future growth and as such have not recommended any dividend for the current financial year.

Fixed Deposits

Your Company has not accepted any deposits and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

Management Discussion & Analysis and Corporate Governance

The "Management Discussion and Analysis Report" highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is furnished separately and forms part of this Directors' Report.

As per the requirements of the Listing Agreement with Stock Exchanges, a Report on Corporate Governance duly audited is annexed for information of the Members.

Directors

Pursuant to the Articles of Association of your Company, Mr. Sridhar Chelikani retires as Director by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

The term of Mr. Murty Gudipati, Executive Director of the Company will be expiring on 13th August, 2014. The Board has proposed for his re-appointment with effect from 14th August, 2014 subject to the approval of members in the ensuing Annual General meeting of the company.

Mr. R Ravi was appointed an Additional Director of the company on 4th August, 2014 under section 161 of the Act. Pursuant to section 160 of the Act, notice has been received from a member proposing the appointment of Mr. R Ravi as Director of the Company.

Pursuant to Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Listing Agreement, Wg Cdr A B Bhushan (Retd), Mr. R S Sampath, and Mr. R Ravi are being proposed to be appointed as Independent Directors of the Company at the ensuing Annual General Meeting subject to the approval of the Members.

For the perusal of the shareholders, a brief resume of the Directors being appointed/ re-appointed along with necessary particulars are given in the explanatory statement to the notice. The Board of Directors recommend their appointment/ re-appointment.

The Board of Directors of the Company had accepted the resignation of Mr. Clive Menhinick with effect from 23rd, April, 2014. The Board is thankful for the services rendered by him during his tenure as Director.

Auditors

The Statutory Auditors, Rambabu & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office, if re-appointed.

Directors' Responsibility Statement

In terms of Section 217(2AA) of the Companies Act 1956, your Directors would like to state that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- 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 at the end of the financial year ended March 31, 2014 and the profit of the Company for that financial year;
- 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;
- iv. The Directors have prepared the Annual Accounts on a going concern basis.

Disclosure as per the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

In terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 your Directors furnish the required details below:

Conservation of Energy:

The nature of the Company's operations requires a low level of energy consumption.

Research and Development (R&D):

The Company continues to look at opportunities in the areas of research and development in its present range of activities.

Technology Absorption:

The Company has not imported any technology during the year.

Foreign Exchange Earnings and Outgo:

During the year under review, your Company earned Foreign Exchange aggregating to Rs. 10.80 crores. The Foreign Exchange outgo during the year was Rs. 2.73 lakhs.

Particulars of Employees:

During the year under review, none of the employees of the Company have drawn remuneration as specified under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

Acknowledgments:

Your Directors thank the investors, bankers, clients and vendors for their continued support. Your Directors place on record their appreciation of the valuable contribution made by the employees at all levels.

For and on behalf of the Board

Place : Hyderabad
Date : August 4, 2014

Nrupender Rao
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (forming part of Directors' Report)**a. Industry structure and Developments**

The last few years have been a challenging period for the technology and services industry. The global economy ended at the end of the year on a better footing as compared to the start of the year. IMF forecasts that the world output will grow at 3.6% in 2014 compared to 2.9% during 2013.

The US economy grew at an annual rate of 4.5% during last year. According to NASSCOM, IT-BPM services export revenues from India are expected to grow to US \$ 97 billion in fiscal year 2015, a growth of 13% to 15% over fiscal year 2014.

According to Economic Survey, the Indian economy is likely to grow at 5.4-5.9% in 2014-15 overcoming the sub 5% GDP growth of past two years. As per Nasscom review, domestic revenue of IT-BPM industry for FY 2015 is projected to grow at a rate of 9 to 12%.

b. Opportunities, Threats Risks and Concerns

Technology will fuel business transformation and determine how clients engage with customers. The growth in business will be driven by the speed at which they deliver their services, their innovation capabilities, their resiliency and reliability of operations. Technology providers are increasingly being measured by their ability to help to create digital enterprises for clients.

Corporations are increasingly turning to offshore service providers to meet their need for higher quality and cost competitive technology solutions. As a result, offshore service providers have become critical to the operations of many enterprises and these service providers continue to grow in recognition and sophistication. In view of this, the addressable market for offshore technology services has expanded.

The nature of technology outsourcing is also changing. Companies are looking at outsourcing approaches that require their technology service providers to develop specialized systems, processes and solutions along with cost effective delivery capabilities.

Your company is closely monitoring the developments and evolves strategies to mitigate them.

c. Outlook

Your company has been predominantly developing applications for the financial sector and building market data portals for financial institutions and brokerage firms in US and across the Globe. The company has built capabilities also in providing technology related services for other sectors. Your company with domain knowledge and experience is developing Data API for mutual funds and ETFs. This would enable the company to expand this segment of BPM for mutual funds and ET funds.

While the company will focus on for business from North America, it is also planning for domestic business.

Your company with a healthy cash reserve is planning to grow organically and inorganically by acquiring a small team of mobile and big data analytics engineers to service US customers.

Various initiatives in the following areas are being undertaken by the company for its growth.

- * mobile applications in social media space on iOS and Android platforms for startup companies.

- * building data analytics products for hedge fund managers on Bigdata Hadoop platform.

- * working with major online e-commerce market places to collaborate on developing value addition software platforms.

d. internal Control Systems and their adequacy

There are adequate internal control procedures and internal audit systems commensurate with the size of the company and nature of its business. The Management periodically reviews the internal control systems for further improvement.

e. Discussion on financial performance with respect to operational performance

The financial statements have been prepared under the historical cost convention, on the basis of a going concern.

Financial Position as at March 31, 2014 (Standalone)**Share Capital**

There has been no change in the authorized, issued, subscribed and paid up capital. The paid up capital stands at Rs.1087.87 lakhs.

Reserves and Surplus

Reserves and surplus as at March 31, 2014 stood at Rs.528.44 lakhs as compared to Rs.168.58 lakhs as at March 31, 2013. There has not been any charge in Share Premium account and Capital Reserve during the year and in the same stands at Rs.189.47 lakhs and Rs.46.86 lakhs respectively.

An amount of Rs.292.10 lakhs was transferred to general reserve from surplus in profit and loss account during the year.

Trade Payables

Trade payables consist of payables towards purchase of goods and services and stood at Rs.12.39 lakhs as at March 31, 2014 (Rs.15.55 lakhs as at March 31, 2013).

Fixed Assets

There has been an addition of Rs.7.33 lakhs to the

gross block of fixed assets. The additions are mainly towards computer software as well as infrastructure facilities. The entire capital expenditure was funded out of internal accruals.

Investments

The Company had, during the year 2001, made strategic investment amounting to Rs.194.69 lakhs in its Subsidiary, Saven Technologies Inc., USA and Rs.0.11 lakhs in Penrillian Limited, UK, a Joint Venture. The subsidiary Company has paid interim dividend of Rs.172.47 lakhs in two tranches.

Trade Receivables

The trade receivables have increased from Rs.251.88 lakhs as at March 31, 2013 to Rs.272.42 lakhs as at March 31, 2014. These receivables are considered good and realizable.

Cash and bank balances

The cash and bank balances have increased from Rs.544.10 lakhs as at March 31, 2013 to Rs.979.42 lakhs as at March 31, 2014.

The breakup of cash and cash equivalents:

	Rs. lakhs	
	March 31, 2014	March 31 2013
Cash and bank balances	13.00	17.03
Bank fixed deposits	966.42	527.07
TOTAL	979.42	544.10

Long term loans and advances

The Long term loans and advances have decreased from Rs.50.99 lakhs to Rs.41.31 lakhs.

Other current assets

Other current assets have decreased from Rs.91.78 lakhs as at March 31, 2013 to Rs.40.52 lakhs as at March 31, 2014.

Results of Operations

The total revenue for the year ended March 31, 2014 was Rs.1135.36 lakhs as compared to Rs.1000.87 lakhs for the previous year. The Operating Profit (PBIDT) for the year under review was Rs.513.83 lakhs, as compared to Rs.341.10 lakhs for the previous year. After considering depreciation, interest and Income tax the Net Profit was Rs.359.85 lakhs, as compared to Rs.271.74 lakhs for the previous year.

The Offshore Development & Services income for the year ended March 31, 2014 was Rs.834.19 lakhs as compared to Rs.842.24 lakhs for the previous year.

The other income includes fixed deposit interest income of Rs.74.64 lakhs as compared to Rs.32.30 lakhs in the previous year. During the financial year ended March 31, 2014 favourable foreign exchange variance was Rs. 22.47 lakhs.

During the financial year ended March 31, 2014, Saven Technologies Inc. USA (subsidiary company) has declared interim dividend of \$ 0.67 (66.2/3%) per equity share of face value of \$ 1. Your Company has accounted the dividend income of Rs.172.47 lakhs, under other income.

f. Material developments in Human Resources / Industrial Relations front, including number of people employed

Being engaged in a people-oriented business, it has been the Company's endeavour to create and encourage talent by providing a good working environment, need based training, career growth plans and a competitive remuneration package.

FORWARD-LOOKING STATEMENTS

Some of the statements contained in the above discussion are of a forward-looking nature and it will be appreciated that the Company cannot guarantee that these expectations will be realized. Actual results and outcome may, despite efforts on the part of the Company, differ materially from those discussed.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of Listing Agreement with Stock Exchange, your Directors present below a detailed Compliance Report on Corporate Governance.

1. Company's Philosophy

Your Company is committed to good Corporate Governance and the Company's philosophy is aimed at conducting business ethically and efficiently in a transparent manner and establishing enduring relationship with all its stakeholders and optimize growth.

2. Board of Directors*a. Composition*

- The Company's Board comprises of seven Directors of which two are Non-Independent, Non-Executive Directors, one Independent Executive Director and Four Independent Non-Executive Directors. The Company has Non-Executive Chairman.
- None of the Directors on the Board, is Member of more than ten Committees or Chairman of more than five Committees across all the public companies in which he is a Director. Necessary

disclosures regarding Committee positions in other public companies as on March 31, 2014, have been made by the Directors.

- The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other public companies as on March 31, 2014, are given herein below. Other directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit and Shareholders/Investors Grievance Committees.
- During the period under review the board has met six times. The dates on which the Meetings were held are as follows:

May 02, 2013, August 13, 2013, November 12, 2013, February 11, 2014, March 18, 2014 and March 28, 2014.

b. Attendance of each Director at Board Meetings and the last Annual General Meeting (AGM)

Name of the Director	Category of Directorship	Number of Board meeting held during his Directorship	Number of Board meetings attended	Whether attended last AGM held on 21 st September, 2013
J Nrupender Rao DIN: 00089922	Promoter, Non-Executive Chairman	6	6	Yes
Sridhar Chelikani DIN: 00526137	Non-Executive	6	0	No
R S Sampath DIN: 00063633	Independent, Non-Executive	6	6	Yes
Clive Menhinick DIN: 00619178	Independent, Non-Executive	6	0	No
Wg Cdr A B Bhushan (Retd) DIN: 00063882	Independent, Non-Executive	6	6	Yes
Vijay Chandra Puljal DIN: 00090286	Independent, Non-Executive	6	4	Yes
Murty Gudipati DIN: 01459606	Executive Director	6	6	Yes

c. Number of other Boards/Board Committees each Director (being a Director of the Company as at the end of the financial year) is a Director/Chairman

Name of the Director	Category	Number of Directorships in other public companies		Number of committee positions held in other public companies	
		Director	Chairman	Member	Chairman
J Nrupender Rao DIN: 00089922	Promoter, Non-Executive Chairman	5	4	2	-
Sridhar Chelikani DIN: 00526137	Non-Executive	-	-	-	-
R S Sampath DIN: 00063633	Independent, Non-Executive	1	-	2	1
Clive Menhinick DIN: 00619178	Independent, Non-Executive	-	-	-	-
Wg Cdr A B Bhushan (Retd) DIN: 00063882	Independent, Non-Executive	1	-	2	-
Vijay Chandra Puljal DIN: 00090286	Independent, Non-Executive	4	-	3	-
Murty Gudipati DIN: 01459606	Executive Director	-	-	-	-

3. During the year 2013-14, the company had, inter alia, the following board committees:

- Audit Committee
- Remuneration Committee
- Shareholders'/ Investors' Grievances Committee

Audit Committee

a. Brief description of terms of reference

The committee has been constituted in accordance with and derives the terms of reference from the provisions of section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the stock exchanges. The audit committee includes discussion and review/ overview of:

- Internal audit reports
- Scope of audit
- Internal control systems
- Financial statements
- Matters pertaining to the financial management
- Related Party Transactions

Further, the committee reviews the adequacy of internal controls over financial reporting and the company level control systems. It reviews the quarterly, half-yearly and annual financial results before their submission and adoption by the board.

b. Composition of the Committee

The Company has a qualified independent Audit Committee. Mr. Murty Gudipati, Executive Director is invited to attend the Audit Committee meeting and the Company Secretary is the Secretary of the Committee. The Deputy General Manager - Finance & Accounts is also invited to attend the Meeting. The Statutory Auditors and the Internal Auditors of the Company are invited to attend the Audit Committee. The Audit Committee consists of the following members.

Sl. No.	Name	Designation	Category of Directorship
1	R S Sampath	Chairman	Non Executive Independent Director
2	Wg Cdr A B Bhushan (Retd)	Member	Non Executive Independent Director
3	Nrupender Rao	Member	Non Executive Promoter Director

During the period under review the Audit Committee has met four times on the following dates: May 2, 2013, August 13, 2013, November 12, 2013 and February 11, 2014.

The attendance of each Member of the Committee is given below:-

Sl. No.	Name of the Director	No. of Committee Meetings held during the directorship	No. of Committee Meetings attended
1	R S Sampath	4	4
2	Wg Cdr A B Bhushan (Retd)	4	4
3	Nrupender Rao	4	4

The Chairman of the Audit Committee was present at the last Annual General Meeting.

Remuneration Committee

a. Brief description of terms of reference

To formulate the remuneration policy and approve the remuneration or revision in the remuneration payable to Executive Directors / Whole-time Directors.

b. Composition, Names of members and Chairperson
The Company has a Remuneration Committee consisting of three members, all being Non-Executive, Independent Directors.

e. Details of remuneration to all the directors

➤ Mr. Murty Gudipati was appointed as an Executive Director for a period of two years with effect from August 13, 2012 with the approval of the members at the Annual General Meeting held on September 24, 2012.

All the Non-Executive Directors receive remuneration only by way of sitting fees for attending the meetings of the Board and Committee thereof.

The details of remuneration paid to all the Director's for 2013-14 is given below:

(Amount in Rs.)

Name of the Director	Designation	Salary	Professional Services	Provident fund, Superannuation fund and other perquisites	Sitting Fee	Total
Nrupender Rao	Promoter, Non-Executive Chairman	-	-	-	17,000	17,000
Sridhar Chelikani	Non-Executive	-	-	-	-	-
R S Sampath	Independent, Non-Executive	-	4,20,000	-	17,000	4,37,000
Clive Menhinick	Independent, Non-Executive	-	-	-	-	-
Wg Cdr A B Bhushan (Retd)	Independent, Non-Executive	-	-	-	17,000	17,000
Vijay Chandra Puljal	Independent, Non-Executive	-	-	-	8,000	8,000
Murty Gudipati	Executive Director	12,00,000	-	23,50,000	-	35,50,000

Composition of the Committee:

Sl. No.	Name	Designation	Category of Directorship
1	Wg Cdr A B Bhushan (Retd)	Chairman	Non Executive Independent Director
2	Vijay Chandra Puljal	Member	Non Executive Independent Director
3	R S Sampath	Member	Non Executive Independent Director

c. Meetings and attendance during the year

During the Period under review the Company was not required to conduct any Remuneration Committee Meeting.

d. Remuneration Policy

To recommend/review the remuneration package periodically to Executive Directors. The remuneration policy is in consonance with the existing industry practice and also with provisions of the Companies Act, 2013.

f. Details of number of shares held by the Non-Executive/Independent Directors as on 31st March, 2014:

Name of the Director	Designation	No. of shares held
Nrupender Rao	Promoter, Non-Executive Chairman	2,13,575
Sridhar Chelikani	Non-Executive	-
R S Sampath	Independent, Non-Executive	4,970
Clive Menhinick	Independent, Non-Executive	-
Wg Cdr A B Bhushan (Retd)	Independent, Non-Executive	17
Vijay Chandra Puljal	Independent, Non-Executive	-

Shareholders' / Investors' Grievances Committee

The Company has an Investors' Grievances Committee pursuant to Clause 49(IV)(G)(iii) of the Listing Agreement to specifically look into the redressal of shareholders' / investors' complaints and to strengthen investor relations.

As there was no investor complaint, no formal meeting of the Investors' Grievances Committee was held during the year under review.

a. Name of Non-Executive Director heading the Committee:

The Committee functions under the Chairmanship of Mr. Nrupender Rao, a Non-Executive, Promoter Director.

b. Composition of the Committee

Sl.No.	Name	Designation	Category of Directorship
1	Nrupender Rao	Chairman	Non Executive Promoter
2	R S Sampath	Member	Non Executive Independent Director
3	Wg Cdr A B Bhushan (Retd)	Member	Non Executive Independent Director

c. Name and designation of Compliance Officer:

Ms. Jayanthi.P, Company Secretary and Compliance Officer

d. Number of complaints received from shareholders: During the period under review, the Company has received no complaints and there were no pending complaints as at the year end.

e. Number of pending share transfers and complaints: Nil

4. General Body Meetings

a. Details of the location and time of the last three Annual General Meetings (AGMs) of the Company

Year	Annual General Meeting	Venue	Time & Date
2012-13	20th AGM	FAPCCI, Red Hills, Hyderabad-04	10:30 A.M., 21.09.2013
2011-12	19th AGM	FAPCCI, Red Hills, Hyderabad-04	04:00 P.M., 24.09.2012
2010-11	18th AGM	FAPCCI, Red Hills, Hyderabad-04	11:00 A.M., 26.09.2011

b. Special resolutions

All resolutions moved at the last Annual General Meetings were passed by a show of hands by the requisite majority of members attending the meeting. The following are the special resolutions passed at the previous General meetings held in the last three years:

AGM / EGM Held on	Whether special resolution passed	Summary of the resolution
21.09.2013	Yes	To appoint Mr. R S Sampath as an Advisor for financial and corporate services.
24.09.2012	Yes	To appoint Mr. Murty Gudipati as an Executive Director and approve the Remuneration payable to him. To appoint Mr. R S Sampath as an Advisor for financial and corporate services.
26.09.2011	Yes	To keep the Register of members and Index of members at the office of Registrar and Share Transfer Agents.

c. Extra-Ordinary General Meetings

No Extra-Ordinary General Meeting was held during the year.

d. Whether any special resolution passed last year through postal ballot - details of voting pattern

No Postal Ballot was conducted during 2013-14.

e. Person who conducted the postal ballot exercise: Not Applicable

f. Whether any special resolution is proposed to be conducted through postal ballot: No

g. Procedure for postal ballot - Not applicable.

h. Information on Directors re-appointment as required under Clause 49 VI (G) of the Listing Agreement with stock exchanges is given as a note appended to the explanatory statement of the AGM notice.

5. Disclosures

a. Related Party Transactions

There were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. Transactions with the Related Parties are disclosed under Notes to Accounts in the Annual Report.

b. Disclosure of Accounting Treatment:

The Company has followed the accounting standards notified under Companies (Accounting Standards) Rules, 2006 in the preparation of its financial statements.

c. Risk Management

The Board regularly discusses the significant business risks identified by the Management and the mitigation process being taken.

d. Details of non-compliance etc

There has been no instance of non-compliance with any legal requirements nor have there been any strictures imposed by any stock exchange, SEBI on any matters relating to the capital market over the last three years. A Statement of Compliance with all laws and regulations as certified by the Executive Director and DGM Finance & Accounts is placed at periodic intervals for review by the Board.

e. Whistle Blower Policy:

The Company is yet to establish a whistle blower policy. However during the year 2013-14 no personnel have been denied to access the Audit Committee.

f. Code of Conduct

The Company has adopted the Code of Conduct which is applicable to the members of the Board and top management of the Company. The Code of Conduct is available on the Company's website.

g. Policy on Prevention of Insider Trading

The Company has also adopted a policy for prevention of Insider Trading which is made applicable to all the Directors and other designated employees who may have access to unpublished price-sensitive information, in accordance with SEBI (Prohibition of Insider Trading) Regulations, 1992. Accordingly such officials are prohibited from trading in the securities of the Company during the notified "Trading Window" period.

h. Proceeds from public issues, rights issues, preferential issues etc.

During the financial year ended March 31, 2014, there were no proceeds from public issues, rights issues, preferential issues etc.

- i. Management
Management Discussion & Analysis is annexed to the Directors' Report and forms part of the Annual Report.
- Means of Communication
- i. The quarterly/half-yearly/annual financial results of the Company are sent to the stock exchanges immediately after they are approved by the Board. Statutory advertisements and financial results of the company (Quarterly, Half-yearly and Annual) are normally published in 'Financial Express' in English and 'Prajashakti regional language dailies (Telugu).
- ii. The results are also posted on the Company's Website www.saven.in
- iii. No Presentations were made to analysts during the financial year 2013-14.
- iv. Scores
The Securities Exchange Board of India has initiated a platform for redressing the investor grievances through SCORES, a web based complaints redressal system. The system processes complaints in a centralized web based mechanism. The company is in compliance with this system.
- 6. General Shareholder Information**
- a. Details of 21st Annual General Meeting:
Date and Time : 22 September, 2014 at 10.30 A.M.
Venue: Surana Udyog Auditorium, Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad- 500 004
- b. Financial Year : 1 April to 31 March
Financial Calendar (tentative and subject to change)
- | | |
|--|--------------------------|
| Financial reporting for the first quarter ending June 30, 2014 | By August 4, 2014 |
| Financial reporting for the second quarter ending September 30, 2014 | By November 15, 2014 |
| Financial reporting for the third quarter ending December 31, 2014 | By February 15, 2015 |
| Financial results for the year ending March 31, 2015 | By May 30, 2015 |
| Annual General Meeting for the year ending March 31, 2015 | August / September, 2015 |
- c. Date of Book Closure : 18th September, 2014 to 19th September, 2014 (Both days inclusive)
- d. Dividend Payment Date : Not Applicable
- e. Listing on Stock Exchange:
The Company's Equity Shares of the face value of 10/- each are listed on the following Stock Exchange in India:
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001
Electronic connectivity
National Securities Depository Limited, Trade World, Kamala Mills Compound, Senapati, BapatMarg, Lower Parel, Mumbai - 400 013.
- Central Depository Services (India) Ltd. Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400 023.
- Listing fee
The Company has paid the Annual Listing Fee for the year 2014-15 and the Annual Custodian Fee to National Securities Depository India Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL).
- f. Stock Code
- i. Scrip Code on BSE : 532404
- ii. Trading Symbol on BSE: 7TEC
- iii. Demat ISIN in NSDL & CDSL for Equity Shares : INE856B01015
- iv. CIN : L72200TG1993PLC015737

g. Market Price Data: High, Low during each month in last financial year

Monthly high and low quotations and volume of shares traded on Bombay Stock Exchange Limited, Mumbai, (BSE) for the financial year 2013-14:

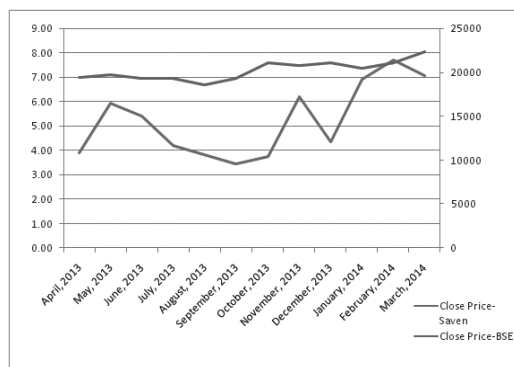
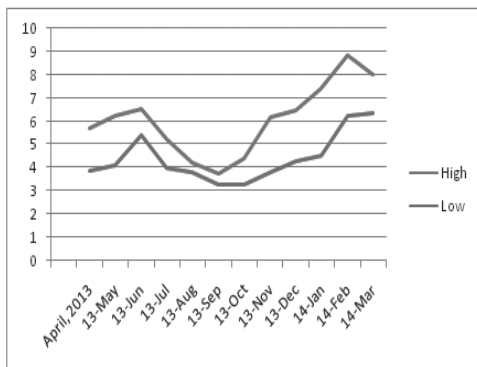
Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2013	5.73	3.90	20,458
May, 2013	6.23	4.09	5,656
June, 2013	6.51	5.40	2,05,591
July, 2013	5.24	4.00	2,19,225
August, 2013	4.20	3.81	13,631
September, 2013	3.75	3.30	7,973
October, 2013	4.38	3.30	2,475
November, 2013	6.19	3.82	27,000
December, 2013	6.48	4.28	45,181
January, 2014	7.45	4.50	69,099
February, 2014	8.85	6.24	11,628
March, 2014	8.00	6.33	6,989
Total			6,34,906

(Source : www.bseindia.com)

h. Performance in comparison to broad-based indices with BSE Sensex

Saven Share price at BSE:

Comparison is done between the close prices of Saven and BSE Sensex



- i. Registrar and Transfer Agents
(Physical and Depository)
M/s. XL Softech Systems Limited
Plot No. 3, Sagar Society, Banjara Hills,
Road No. 2, Hyderabad - 500 034
Tel: +91-40- 23545913/ 14/ 15
Fax: +91-40- 23553214
Email: xlfield@gmail.com
Contact Person: Mr. R. Ram Prasad
- Reconciliation of Share Capital
Mr. S. Chidambaram, Company Secretary in Practice carried out an audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued/paid up capital and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. This reconciliation is done on a quarterly basis and reported to the board of directors and also to the Stock Exchanges.
- Share Transfer System
Shares lodged for physical transfer are processed and approved by the share transfer Committee. For this purpose, the Committee meets as required. In compliance of the SEBI circular, the shareholders/transferee (including joint holders) holding shares in physical form are requested to furnish a copy of their PAN Card to the Company/ RTA for register of transfer of shares.
- Certificate from Practicing Company Secretary
The Company obtains a half-yearly audit certificate with regard to compliance of share transfer formalities as required under Clause-47 (c) of the Listing Agreement entered with the Stock Exchange.
- k. Distribution of shareholding
The distribution of shareholding as on 31 March, 2014 is detailed below:

Shareholdings of nominal value of (Rs.)	Nos.	Shareholders		Share Amount	
		%	In (Rs.)	%	
Upto 5,000	1355	62.44	25,77,930	2.37	
5,001 - 10,000	380	17.51	31,04,380	2.85	
10,001- 20,000	175	8.06	28,26,340	2.60	
20,001- 30,000	62	2.86	15,82,960	1.46	
30,001- 40,000	34	1.57	12,55,520	1.15	
40,001- 50,000	43	1.98	20,52,220	1.89	
50,001- 1,00,000	41	1.89	31,30,520	2.88	
1,00,001 & above	80	3.69	9,22,57,610	84.80	
Total	2170	100.00	10,87,87,480	100.00	

Shareholding Pattern as on March 31, 2014

Category	No. of Shareholders	% of Shareholders	No. of shares held	Voting strength (%)
Promoter and Promoter Group	5	0.23	46,20,244	42.47
Bodies corporate	65	2.99	10,50,884	9.66
Resident individuals	2,084	96.03	40,00,717	36.77
NRI'S/OCBS/Foreign Nationals	14	0.65	10,06,873	9.26
Clearing members	1	0.05	30	0.00
Trust	1	0.05	2,00,000	1.84
Total	2170	100.00	1,08,78,748	100.00

- i. Dematerialization of shares and liquidity
The Company's securities are being held in dematerialized form in both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 95,10,824 equity shares aggregating to 87.43 % of the total Equity Capital is held in dematerialized form as on 31st March, 2014.
- m. Outstanding GDRs/ADRs/Warrants or any other convertible instruments, conversion date and likely impact on equity:
The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments during the year 2013-14 and there are no outstanding convertible instruments which will impact the equity.
- n. Plant locations :Not applicable
- o. Address for correspondence
Registered Office
CIN:L72200TG1993PLC015737
No.302, My Home Sarovar Plaza, 5-9-22,
Secretariat Road, Hyderabad - 500 063.
Tel. Nos: +91-40-2323 3358, 2323 7303/ 04
Fax No. +91-40-2323 7306
email : investorrelations@saven.in
Website: www.saven.in

Investors' correspondence may be addressed to:
Ms. Jayanthi.P
Company Secretary
Saven Technologies Limited,
No.302, My Home Sarovar Plaza, 5-9-22,
Secretariat Road, Hyderabad - 500 063.
Tel. Nos: +91-40-2323 3358, 2323 7303/ 04
Fax No. +91-40-2323 7306
Email: investorrelations@saven.in

Queries relating to the financial statements of the Company may be sent to:
Mr. S Mohan Rao
Chief Financial Officer
Saven Technologies Limited,
No.302, My Home Sarovar Plaza, 5-9-22,
Secretariat Road, Hyderabad - 500 063.
Tel. Nos: +91-40-2323 3358, 2323 7303/ 04
Fax No. +91-40-2323 7306
7. **Compliance with Non-Mandatory requirements:**
We comply with the following non-mandatory requirements:-
- a. **The Board**
Chairman of the Board
A Non-Executive Chairman should be entitled

to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

For reasons of economy, a separate office has not been provided in the Company's premises. However suitable accommodation is provided whenever the Chairman visits the office.

We ensure that the persons who are being appointed as an independent director has the requisite qualifications and experience which would be of use to the Company and contribute effectively to the Company.

b. Remuneration Committee

We have constituted a Remuneration Committee. A detailed note on it is provided in the Remuneration Committee section.

c. Shareholder Rights

The half-yearly declaration of financial performance including summary of the significant events in last six months, should be sent to each household of shareholders.

As the Company's financial results are published in major Newspapers (including regional language newspaper) having wide circulation and the same are posted on the Company's web-site www.saven.in, it is not considered necessary at this stage to send the same to the shareholders. The Company's official press releases are also posted on the said web-site.

d. Audit qualifications

During the period under review, there is no audit qualification in Company's financial statements. The Company continues to adopt best practices to ensure un-qualified financial statements.

e. Training of Board Members

The Company is yet to evolve a plan to train the Board members.

d. Mechanism for evaluating non-executive Board Members - Yet to evolve

As regards other non-mandatory requirements, the Board has taken cognizance of the same and may consider adopting them as and when deemed appropriate.

The Company has not yet adopted the "CORPORATE GOVERNANCE VOLUNTARY GUIDELINES, 2009". The Board will adopt the same as and when deemed appropriate.

Place : Hyderabad Murty Gudipati
Date : August 4, 2014 Executive Director and CEO

Declaration on Code of Conduct

The Board of Directors of Saven Technologies Limited have on January 4, 2006 adopted the Code of Conduct for the Directors and also for the Senior Management Personnel of the Company, which have been posted on the website of the Company.

I hereby declare that all the Directors and Senior Management Personnel of the Company have affirmed compliance of the aforesaid Code of Conduct as on 31st March, 2014 and the confirmation to that effect have been given by each of them.

Place : Hyderabad
Date : August 4, 2014

Murty Gudipati
Chief Executive Officer

CEO/CFO Certification pursuant to Clause 49(V) of the Listing Agreement

The Board of Directors
Saven technologies Limited
Hyderabad.

August 4, 2014

Sub: Certificate pursuant to Clause 49(V) of the Listing Agreement

This is to certify that

- a. We have reviewed financial statements and the cash flow statement of the Company for the year 2013-14 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. There are no significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies if any during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Murty Gudipati
Chief Executive Officer

S. Mohan Rao
Chief Financial Officer

AUDITORS' CERTIFICATE

To
The Members
SAVEN TECHNOLOGIES LIMITED
HYDERABAD.

We have examined the compliance of provisions of Corporate Governance by SAVEN TECHNOLOGIES LIMITED for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges.

The compliance of provisions of Corporate Governance is the responsibility of the management. Our examination has been in the manner prescribed in the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the provisions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on our reliance upon the representations made by the management, we certify that the Company has complied with the provisions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the company as per the records maintained by the shareholders / investor's grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for RAMBABU & Co.,
Chartered Accountants
Firm Reg. No: 002976S

RAVI RAMBABU
Partner
Membership No.18541

Place : Hyderabad
Date : August 4, 2014

INDEPENDENT AUDITOR'S REPORT

To the Members of
Saven Technologies Limited.

Report on Financial Statements

We have audited the accompanying financial statements of M/s. SAVEN TECHNOLOGIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Managements Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an

opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date;
 - c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of

Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 except Accounting Standard (AS-15) relating to employee benefits issued by the Institute of Chartered Accountants of India;

- e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the

directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

for Rambabu & Co.,
Chartered Accountants
Firm Reg. No: 002976S

Place : Hyderabad
Date : May 14, 2014

Ravi Rambabu
Partner
Membership No.18541

Annexure to Independent Auditor's Report

1. In respect of its fixed assets;
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (b) As explained to us, all the fixed assets have not been physically verified by the management during the year but there is a program of verification in phased periodical manner at regular intervals; which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.
 - (c) During the year, the company has not disposed off substantial part of the assets. According to the information and explanations given to us, we are of the opinion that no transactions are effected involving disposal of assets so as to affect going concern status of the company.
2. In respect of Inventories;
 - (a) As explained to us, the Company does not hold any inventories and, hence the question of physical verification, procedures followed for verification and discrepancies thereof does not arise.
3. In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956;
 - (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken/granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of fixed assets, office equipment, including the services and for sale of services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:

- a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into the Register maintained under section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5,00,000 with parties covered above during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. According to the information and explanation given to us, the Company has not accepted any deposits from the public. Therefore the provisions of clause (vi) of paragraph 4 of the order are not applicable to the company.
7. As per information and explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. We are informed and according to the information and explanations given to us, that the Central Government has not prescribed maintenance of cost records under sec 209(1)(d) of the Companies Act, 1956, for the activities of the company.
9. In respect of statutory dues;
- a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax Investor Education and Protection Fund, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. In our opinion, the Company neither has accumulated losses at the end of the year nor incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institutions, banks or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, and debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. In our opinion, according to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institutions.

- 16. Based on our audit procedures and on the information given by the management, we report that the company has not raised fresh term loans during the year under audit.
- 17. In our opinion, according to the information and explanations given to us and on an overall examination of the statements and records of the Company, that the funds raised on short term basis have, prima facie, not been used during the year for long-term investment.
- 18. In our opinion, the Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained u/s 301 of the Companies Act, 1956.
- 19. In our opinion and according to the information and explanations given to us, the Company has not issued debentures during the year. In our opinion, the company is not required to create/ register or modify any security (charge) as the company is not holding/ issued any Debentures.
- 20. In our opinion, the Company has not raised any money by public issue for any specific purpose during the year.
- 21. Based on the audit procedures performed and according to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.

for Rambabu & Co.,
Chartered Accountants
Firm Reg. No: 002976S

Ravi Rambabu
Partner
Membership No.18541

Place : Hyderabad
Date : May 14, 2014

BALANCE SHEET AS AT MARCH 31, 2014

(Amount in Rs.)

Particulars	Note	As at March 31, 2014	As at March 31, 2013
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	3	108,787,480	108,787,480
(b) Reserves and Surplus	4	52,843,620	16,858,242
		161,631,100	125,645,722
2. Current Liabilities			
(a) Long-term borrowings	5	764,666	1,050,854
(b) Deferred Tax Liability (net)	6	660,114	--
(c) Other current liabilities	7	564,606	575,577
(d) Short-term provisions	8	2,690,950	1,726,180
(e) Trade Payables	9	1,238,908	1,555,179
		5,919,244	4,907,790
TOTAL		167,550,344	130,553,512
II. ASSETS			
1 Non - current assets			
(a) Fixed assets			
(i) Tangible assets		12,407,320	15,111,363
(ii) Intangible assets	10	1,835,874	2,085,649
		14,243,194	17,197,012
(b) Non-current investments	11	19,480,072	19,480,072
(c) Long term loans & advances	12	4,130,982	5,098,887
(d) Other non-current assets	13	--	--
2 Current assets			
(a) Trade receivables	14	27,242,297	25,188,089
(b) Cash and Cash Equivalents	15	97,941,869	54,409,907
(c) Short-term loans and advances	16	460,000	1,000
(d) Other current assets	17	4,051,930	9,178,545
		129,696,096	88,777,541
TOTAL		167,550,344	130,553,512

Notes forming part of the financial statements 1 to 30

In terms of our report attached
for Rambabu & Co.,
Chartered Accountants
Reg. No: 002976S

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Ravi Rambabu
Partner
Membership No. 18541
Place : Hyderabad
Date : May 14, 2014

S Mohan Rao
GM-Finance & Accounts

Radhika Karmarkar
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

(Amount in Rs.)

Particulars	Note	For the year ended March 31, 2014	For the year ended March 31, 2013
1 Revenue from operations	18	86,578,050	87,487,524
2 Other Income	19	26,958,127	12,599,614
Total Revenue		113,536,177	100,087,138
3 Expenses			
(a) Employee benefits expense	20	48,327,688	51,091,522
(b) Other Expenses	21	13,825,347	14,885,339
(c) Finance costs	22	134,124	105,405
(d) Depreciation and amortisation expense	10	3,457,295	3,281,270
Total Expenses		65,744,454	69,363,536
4 Profit before exceptional items and tax		47,791,723	30,723,602
5 Exceptional items		--	3,708,750
6 Profit before tax (4+5)		47,791,723	34,432,352
7 Tax expense			
(a) Current year Tax		11,850,000	7,258,000
(b) Deferred Tax Liability / (Asset)		660,114	--
(c) Income Tax Excess Provision written back		(219,181)	--
(d) MAT Credit entitlement relating to previous year		(484,588)	--
8 Profit after tax (6-7)		35,985,378	27,174,352
9 Earnings Per Share (equity share of Rs.10/-each)			
Basic and Diluted	23	3.31	2.50
No. of shares used in computing Earnings per share		10,878,748	10,878,748

Notes forming part of the financial statements 1 to 30

In terms of our report attached
for Rambabu & Co.,
Chartered Accountants
Reg. No: 002976S

Ravi Rambabu
Partner
Membership No. 18541

Place : Hyderabad
Date : May 14, 2014

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

S Mohan Rao
GM-Finance & Accounts

Radhika Karmarkar
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

(Amount in Rs.)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
A. Cash Flow from Operating Activities		
Net Profit before Tax	47,791,723	34,432,352
Adjustments for:		
Depreciation	3,457,295	3,281,270
Miscellaneous Expense Written-off	Nil	Nil
Profit / Loss on Sale of Fixed Assets	2,29,595	5,74,349
Interest Income	(7,463,942)	(3,229,785)
Interest Expense	134,124	105,405
<i>Operating Profit before working Capital Changes</i>	44,148,795	35,163,591
Adjustments for (increase) / decrease in operating assets:		
Trade Receivables	(2,054,208)	11,458,246
Long-term loans and advances	1,452,493	1,999,806
Short-term loans and advances	(459,000)	251,000
Other current assets	5,126,615	(8,649,353)
Adjustments for increase / (decrease) in operating liabilities:		
Trade Payables	(316,271)	(97,011)
Other current liabilities	(10,971)	409,558
Short-term provisions	964,770	65,106
Long-term borrowings	(286,188)	1,050,854
Cash generated from operations	48,566,035	41,651,797
Income Tax Excess Provision written back	219,181	Nil
Income Taxes Paid	11,850,000	7,258,000
Net Cash from Operating Activities (A)	36,935,216	34,393,797
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(733,072)	(5,785,591)
Interest Received	7,463,942	3,229,785
Net Cash used in Investing Activities	6,730,870	(2,555,806)
C. Cash flow from Financing Activities		
Interest paid	(134,124)	(105,405)
Net Cash from Financing Activities	(134,124)	(105,405)
Net Increase / (Decrease) in Cash and Cash Equivalents	43,531,962	31,732,586
Cash & Cash equivalents at the beginning of the period	54,409,907	22,677,321
Cash & Cash equivalents at the end of the period	97,941,869	54,409,907

In terms of our report attached
for Rambabu & Co.,
Chartered Accountants
Reg.No. 002976S

Ravi Rambabu
Partner
Membership No. 18541
Place : Hyderabad
Date : May 14, 2014

Murty Gudipati
Executive Director

S Mohan Rao
GM-Finance & Accounts

for and on behalf of the Board

R S Sampath
Director

Radhika Karmarkar
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**1. Corporate information**

Saven Technologies Limited offers a full range of software services from end to end development of new software and web solutions, Enterprise Application Services, to re-engineering and enhancement of legacy applications, application integration and ongoing maintenance.

2. Significant Accounting Policies:**2.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared under the historical cost convention, on the basis of a going concern, with revenue recognized and expenses accounted on their accrual, including provisions / adjustments for committed obligations and amounts, determined as payable or receivable during the year.

2.2 Cash and cash equivalents

Cash comprises cash on hand and fixed deposits with banks. Cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.3 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.4 Fixed Assets

Fixed assets are capitalized at acquisition cost inclusive of freight, installation cost and other incidental expenses incurred during the year.

2.5 Depreciation and amortisation

Depreciation has been provided on the straight-line method as per Section 205(2)(b) of the Companies Act, 1956 at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

2.6 Revenue Recognition

Income from services

Revenues from software related services are accounted for on the basis of services rendered, as per terms of contract.

2.7 Other Income

Interest income is recognized on time proportion basis.

Dividend income on investments is accounted when the right to receive the dividend is established.

2.8 Investments

Investments are classified into current investments and long-term investments. Current investments are carried at the lower of cost or fair market value. Any reduction in carrying amount and any reversals of such reduction are charged or credited to the profit and loss account. Long-term investments are carried at cost less provision made to recognize any decline, other than temporary, in the value of such investments.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**2.9 Earnings per share (EPS)**

The earnings considered in ascertaining the company's EPS comprises the net profit / loss after tax (And includes the post tax effect of any extraordinary items). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.

2.10 Employee Benefits*Defined contribution plans:*

Contributions in respect of Employees Provident Fund and Pension Fund are made to a fund administered and managed by the Government of India and are charged as incurred on accrual basis.

Defined benefit plans:

The Company also provides for other employee benefits in the form of gratuity. The Company's Contributions to Gratuity scheme are determined by actuarial valuation and have been made to an approved Fund and the same is charged as expenditure to Profit & Loss account. The gratuity fund is managed by the Life Insurance Corporation of India (LIC).

Long-term employee benefits:

The Company also provides to eligible employee benefits in the form of Leave Encashment. The Company's Contributions are determined by actuarial valuation and have been made to an approved Fund and the same is charged as expenditure to Profit & Loss account. The Leave encashment fund is managed by the Life Insurance Corporation of India (LIC).

Short-term employee benefits:

The undiscounted amount of short-term employee benefits i.e performance incentive expected to be paid in exchange for the services rendered by employee are recognized during the year when employees render the service.

2.11 Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Exchange differences arising on settlement of short-term foreign currency monetary assets are recognized as income or expense in the statement of Profit and Loss account. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and resultant gain or loss is recognized in the Profit and Loss Account. The long term investments of the Company in the subsidiary in the USA and in the Joint venture in the UK, are recorded at the foreign exchange prevailing on the date of investments.

2.12 Taxes on Income

Although the company has started generating profit, the Deferred Tax Asset / Liability has not recognized based on materiality concept.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs.)

Note	Particulars	As at March 31, 2014		As at March 31, 2013
3.	SHARE CAPITAL			
	(a) Authorised			
	1,60,00,000 Equity Shares of Rs 10/- each		160,000,000	160,000,000
	(b) Issued, Subscribed and Fully Paid-up			
	1,08,78,748 Equity Shares of Rs 10/- each		108,787,480	108,787,480
	(previous year 1,08,78,748 Equity Shares of Rs 10/- each)			
	Refer notes a & b below			

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Rs.	No. of Shares	Rs.
Equity shares with voting rights				
Opening balance	10,878,748	108,787,480	10,878,748	108,787,480
Closing Balance	10,878,748	108,787,480	10,878,748	108,787,480

Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

(b) Details of shares held by each shareholder holding more than 5% of equity shares with voting rights:

Particulars	As at March 31, 2014		As at March 31, 2013	
	% Held	No. of Shares.	% Held	No. of Shares
Ch. Arathi	13.33%	1,449,979	12.97%	1,410,851
J. Rajya Lakshmi	11.49%	1,249,740	6.89%	749,740
Avanti Rao	7.90%	859,450	7.90%	859,450
Aditya Narsing Rao	7.79%	847,500	7.79%	847,500
Sridhar Chelikani	--	--	6.84%	744,128
Dhari Mohammad Alroomi	7.81%	850,000	7.81%	850,000

Note	Particulars	As at March 31, 2014		As at March 31, 2013
4.	RESERVES AND SURPLUS			
(a)	Capital Reserve		4,685,900	4,685,900
(b)	Share Premium		18,947,380	18,947,380
			23,633,280	23,633,280
(c)	Surplus / (Deficit) in Statement of Profit and Loss Balance at the beginning of the year	(6,775,038)		(33,949,390)
	Add: Profit for the year	35,985,378	29,210,340	27,174,352
	TOTAL		52,843,620	16,858,242

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs.)

Note	Particulars	As at March 31, 2014	As at March 31, 2013
5.	Long -Term Borrowings		
	Vehicle H.P. Loan * (refer note 5.1)	764,666	1,050,854
	TOTAL	764,666	1,050,854
5.1	* Vehicle loan from ICICI Bank carries interest @ 11.25%. The loan amount of Rs.1,500,000/- is repayable in 60 monthly instalments of Rs.32,499/- each (including interest) from July 20, 2012. The loan is secured by charge over fixed asset i.e vehicle, for which finance is provided by the lender.		
6.	Deferred Tax Liability (net)		
	Tax effect of item constituting deferred tax liability		
	On difference between book balance and tax balance of fixed assets	660,114	--
	TOTAL	660,114	--
7.	Other Current Liabilities		
	(a) Statutory remittances		
	i) Provident Fund	242,633	281,158
	ii) Other Statutory Remittances	35,784	38,555
	(b) Current Maturities of long term debt		
	i) Vehicle H.P. Loan* (refer note 5.1)	286,189	255,864
	TOTAL	564,606	575,577
8.	Short Term Provisions		
	Provision for employee benefits	2,690,950	1,726,180
	TOTAL	2,690,950	1,726,180
9	Trade Payable		
	Creditors for Expenses	680,879	577,270
	Creditors for Services	558,029	977,909
	TOTAL	1,238,908	1,555,179

9.1 Dues to Micro, small and Medium enterprises has been determined to be Rs. Nil to the extent such parties have been identified on the basis of information available with the company.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

10. FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK		DEPRECIATION / AMORTISATION		NET BLOCK			
	Balance as at 01.04.13	Balance as at 31.03.14	Balance as at 01.04.13	Disposals For the year 31.03.14	Balance as at 31.03.14	Balance As at 31.03.13		
(i) TANGIBLE ASSETS								
Computer/ Hardware	18,274,689	267,164	14,155,255	-	946,834	15,102,089	3,439,764	4,119,434
Air Conditioners	3,267,279	-	2,658,169	-	230,996	2,889,165	378,114	609,110
Furniture and fixtures	16,482,791	-	10,889,892	-	1,043,360	11,933,252	4,549,539	5,592,899
Electrical Fittings	4,163,670	160,125	2,789,183	80,935	290,300	2,998,548	1,014,717	1,374,487
Vehicles	3,494,071	-	562,085	-	331,937	894,022	2,600,049	2,931,986
Office Equipment	1,801,633	59,500	1,318,186	-	117,810	1,435,996	425,137	483,447
Total	47,484,133	486,789	32,372,770	80,935	2,961,237	35,253,072	12,407,320	15,111,363
Previous Year	43,509,193	5,117,122	30,127,352	567,833	2,813,251	32,372,770	15,111,363	13,381,841
(ii) INTANGIBLE ASSETS								
Computer Software	6,395,559	246,283	4,309,910	-	496,058	4,805,968	1,835,874	2,085,649
Previous Year	5,727,090	668,469	3,841,891	-	468,019	4,309,910	2,085,649	1,885,199
Total	53,879,692	733,072	36,682,680	-	3,457,295	40,059,040	14,243,194	17,197,012
Previous Year	49,236,283	5,785,591	33,969,243	567,833	3,281,270	36,682,680	17,197,012	15,267,040

(iii) Details of assets acquired under hire purchase agreement included in vehicles above:

Particulars	Gross Block		Net Block	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Vehicles (Note-5 & 7)	2,179,991	2,179,991	1,828,206	2,035,305

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs.)

Note	Particulars	As at March 31, 2014	As at March 31, 2013
11.	NON-CURRENT INVESTMENTS		
	Trade Investments (at cost)		
	Unquoted Equity Instruments		
	(a) Investment in Subsidiary		
	Saven Technologies Inc.-USA	19,469,130	19,469,130
	4,20,000 (4,20,000) Common Stock USD 1.00 each, fully paid-up, par value USD 1.00 each		
	(b) Investment in Joint Venture		
	Penrilian Limited, UK,	10,942	10,942
	161 (161) ordinary shares at GBP 1.00 each, fully paid-up, par value GBP 1.00 each		
	Aggregate amount of unquoted investments	19,480,072	19,480,072
12.	Long Term Loans and Advances		
	(a) Capital advances	--	41,650
	Unsecured, Considered good		
	(b) Security Deposits	1,792,161	1,841,693
	Unsecured, Considered good		
	(c) Prepaid Taxes (Net of Tax Provision of Rs.1,88,88,819/-, Previous year - 7,038,819)	736,904	1,182,955
	(d) Service Tax Credit Receivable	201,917	22,589
	(e) Saven Employees Stock Option Trust *	1,400,000	2,005,000
	(f) Others	--	5,000
	TOTAL	4,130,982	5,098,887
	* Company had advanced Rs. 20 Lakhs to Saven Employees Foundation Trust for acquiring shares in the Company for issuance to employees. After a provision of Rs.6 Lakhs the net recoverable amount in Rs.14 Lakhs.		
13.	Other Non Current Assets		
	Long term Trade Receivables		
	Unsecured, Considered good		
	Doubtful	--	3,513,950
	Less:- Provision for Doubtful long term receivables **	--	3,513,950
	TOTAL	--	--
	** During the year the company has written off an amount of Rs.35,13,950/- out of the said doubtful debts which is not recoverable.		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs.)

Note	Particulars	As at March 31, 2014	As at March 31, 2013
14.	Trade Receivables		
	Trade Receivable outstanding for a period exceeding six months		
	Secured, Considered good	--	--
	Unsecured, Considered good	40,450	--
	Other Trade Receivables		
	Secured, Considered good	--	--
	Unsecured, Considered good *	27,201,847	25,188,089
	TOTAL	27,242,297	25,188,089
*	due from subsidiary		
	- Saven Technologies Inc.,USA	26,858,961	24,549,336
15.	Cash and Cash Equivalents		
	Cash on hand	7,250	19,337
	Balances with Banks		
	In Current accounts	1,292,450	1,683,726
	In Deposit Accounts (refer note 15.1 below)	96,642,169	52,706,844
	TOTAL	97,941,869	54,409,907
	15.1 Balances with banks include deposits amounting to Rs.96,642,169/-, which have maturity of less than 12 months on Balance sheet date.		
16.	Short -term loans and advances		
	Loans and advances to employees	460,000	1,000
	TOTAL	460,000	1,000
17.	Other current assets		
	Interest accrued but not due on Deposits (T.D.S amount in Rs.405,193/-)	4,051,930	1,396,127
	Prepaid Expenses	--	285,922
	Dividend Receivable	--	7,496,496
	TOTAL	4,051,930	9,178,545

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs.)

Note	Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
18.	Revenue from Operations		
	Services - Export	83,418,869	84,223,854
	Domestic	3,549,659	3,667,059
	Less:- Service Tax	390,478	403,389
	TOTAL	86,578,050	87,487,524
19.	Other Income		
	Interest on Deposits	7,463,942	3,229,785
	Net gain/(loss) on foreign currency transactions	2,246,650	1,868,233
	Other non-operating Income	--	5,100
	Dividend Income	17,247,535	7,496,496
	TOTAL	26,958,127	12,599,614
20.	Employee benefit expenses		
	Salaries and Bonus	45,235,747	48,457,237
	Contribution to Provident Fund & Other Funds	2,226,993	1,964,124
	Staff Welfare Expenses	864,948	670,161
	TOTAL	48,327,688	51,091,522
21.	Other Expenses		
	Rent	3,273,900	3,273,900
	Travelling and Conveyance	1,164,675	1,759,746
	Communication	999,277	964,049
	Professional and Service Charges	2,268,548	3,114,677
	Electricity Charges	1,635,339	1,460,357
	Office Expenses & Maintenance	1,839,823	1,559,720
	Repairs & Maintenance	396,809	1,078,596
	Insurance	356,729	193,991
	Rates & Taxes	236,356	183,336
	Other Miscellaneous Expenses	438,903	561,772
	Advertisement & Promotion Expenses	157,912	165,699
	Loss on Sale of Fixed Assets	207,595	394,349
	Provision for doubtful advance	600,000	--
	Bank Charges	49,481	35,147
	Auditors Remuneration (note 21.1)	200,000	140,000
	TOTAL	13,825,347	14,885,339
21.1	Auditors Remuneration Comprises (excluding service tax)		
	i) Statutory Audit Fee	170,000	120,000
	ii) Tax Audit Fee	30,000	20,000
	TOTAL	200,000	140,000

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs.)

	As at March 31, 2014	As at March 31, 2013
22. Finance Cost		
Interest on Vehicle Loans	134,124	105,405
TOTAL	134,124	105,405

(Amount in Rs.)

	As at March 31, 2014	As at March 31, 2013
23. Earnings Per Share		
<u>Basic</u>		
<u>Total operations</u>		
Net profit / (loss) for the period attributable to the equity shareholders	35,985,378	27,174,352
Weighted average number of equity shares	10,878,748	10,878,748
Par value per share	10.00	10.00
Earnings per share - Basic	3.31	2.50

Diluted

The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods. Since, the effect of the conversion of Preference shares was anti-dilutive, it has been ignored.

Total operations

Net profit / (loss) for the year attributable to the equity shareholders	35,985,378	27,174,352
Weighted average number of equity shares for Basic EPS	10,878,748	10,878,748
Weighted average number of equity shares for diluted EPS	10,878,748	10,878,748
Par value per share	10.00	10.00
Earnings per share - Diluted	3.31	2.50

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

24. Contingent Liabilities not acknowledged as debt: NIL

25. Employee Benefits under defined Benefit Plans

(a) Gratuity

Actuarial data on defined Benefit Plans:

(Amount in Rs.)

	31.03.2014	31.03.2013
Present value of obligation at the beginning of the year	1,895,644	1,249,226
Current Service Cost	255,845	238,445
Interest Cost	138,462	118,115
Benefits Paid	(166,991)	Nil
Present value of obligation at the end of the year	2,122,960	1,605,786
Assumptions		
Discount Rate	8% p.a	8% p.a
Salary Escalation	4%	4%
Interest Rate applicable	8.75%	9%

(b) Leave Encashment

Actuarial data on defined Benefit Plans:

(Amount in Rs.)

	31.03.2014	31.03.2013
Present value of Past service	581,958	525,809
Current Service Cost	54,135	47,583
Interest Cost	54,020	43,873
Present value of obligation at the end of the year	690,113	617,265
Assumptions		
Discount Rate	8% p.a	8% p.a
Salary Escalation	3%	3%
Interest Rate applicable	8.75%	9%

26. Related Party Transactions

A. Details of related parties:

S.No.	Relationship	Names of the related parties
1.	Subsidiary	Saven Technologies Inc., USA,
2.	Joint venture	Penrillian Limited, U.K
3.	Associates	Pennar Industries Limited - Common Director Pennar Engineered Building Systems Limited - Common Director Pennar Enviro Limited-Common Director
4.	Key Management Person	Mr. Murty Gudipati - Executive Director

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

B. Details of related party transactions during the year ended March 31, 2014 and balances outstanding as at March 31, 2014. (Amount in Rs.)

Particulars	Subsidiary	Joint venture	Associates	Key Management Person
Revenue	83,418,869 (84,223,854)	-- --	3,159,181 (3,263,670)	-- --
Exceptional Item	-- (3,708,750)	-- --	-- --	-- --
Director - Remuneration	-- --	-- --	-- --	3,550,000 (3,227,503)
Trade Receivables	26,858,961 (24,549,336)	-- --	383,335 (638,753)	-- --
Investments	19,469,130 (19,469,130)	10,942 (10,942)	-- --	-- --

Note: Figures in bracket relates to the previous year.

27. Segment Details

The Company is mainly engaged in the Software Development and Services. Hence there is no separate reportable segment as per Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

28. (i) Foreign Currency Transactions:

(Amount in Rs.)

Sl. No.	Particulars	For the year ended 31.03.2014	For the year ended 31.03.2013
1	Inflow in foreign currency (on receipt basis) Income from Software Development, Technology Consultancy Services and Dividend	108,099,925	100,122,750
2	Outflow in foreign Currency (on payment basis)	272,730	327,347

29. Figures have been rounded off to the nearest rupee.

30. Reclassification:

These financial statements have been prepared in the format prescribed by the Revised Schedule VI to the Companies Act, 1956. Previous years' figures have been recast / restated.

Note 1 to 30 form part of the Balance Sheet and have been authenticated.

In terms of our report attached
for Rambabu & Co.,
Chartered Accountants
Reg.No:002976S

Murty Gudipati
Executive Director

for and on behalf of the Board

R S Sampath
Director

Ravi Rambabu
Partner
Membership No. 18541

Place : Hyderabad
Date : May 14, 2014

S Mohan Rao
GM-Finance & Accounts

Radhika Karmarkar
Company Secretary

STATEMENT PURSUANT TO SECTION 212(1)(e) OF THE COMPANIES ACT, 1956

1	Name of the Subsidiary Company	Saven Technologies, Inc.
2	Financial year of the Subsidiary ended on	March 31, 2014
3	Shares of Subsidiary Company held on the above date and extent of holding	
	(i) Number of shares held	420,000
	(ii) Extent of holding	57%
4	Net aggregate amount of profits / (losses) of the Subsidiary for the above financial year so far as they concern members of Saven Technologies Limited:	
	(i) dealt with in the Accounts of Saven Technologies Limited	Nil
	(ii) not dealt with in the Accounts of Saven Technologies Limited	Profit : USD 225,551 (Rs.12,262,821)
5	Net aggregate amount of profits / (losses) for previous financial years of the Subsidiary so far as they concern members of Saven Technologies Limited:	
	(i) dealt with in the Accounts of Saven Technologies Limited	Nil
	(ii) not dealt with in the Accounts of Saven Technologies Limited	Profit : USD 941,949 (Rs.56,441,584)

Note: Saven Technologies, Inc. became a Subsidiary of the Company with effect from May 31, 2001.

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Place : Hyderabad
Date : August 4, 2014

S Mohan Rao
GM-Finance & Accounts

P Jayanthi
Company Secretary

Saven Technologies, Incorporated (a subsidiary of Saven Technologies Limited)

DIRECTORS' REPORT

Your Directors are pleased to present their report together with audited financial statements for the year ended 31st March, 2014.

The total revenue of your Company declined to \$11.98 million from previous year's revenue of \$ 14.12 million.

With stringent scrutiny in the processing of H1B visas, your Company had a very difficult time in not only recruiting additional manpower but also in sustaining the existing strength of the consultants. As against 82 consultants at the beginning of the year, the number had reduced to 57 numbers, a drop of 30%. This has substantially affected the billable hours and resulted in much lower revenue compared to previous year. Further with the substantial increase in the processing fee for Visa petition by USCIS, the net operating income was impacted. Your company could achieve net income of \$385 thousands as compared to \$ 409 thousands for the previous year. After Income Tax provision, the net income was only \$ 225 thousands as compared to \$ 237 thousands for the previous year.

With the substantial reduction in the number of Consultants it would be difficult to sustain the operation at the current level. The inability on the part of the Company to increase the number of consultants due to restrictions imposed by USCIS and the resultant low margins have made your management to seriously consider exiting from this consultancy business. The Management is seriously examining various options available to them.

Your company had declared and paid dividend of \$ 0.66 (66.2/3%) in two equal tranches per equity share of face value of \$1 on the total share capital of \$ 735,000. Considering the healthy cash reserve, there is a demand from your holding company to pay additional dividend.

Your Directors wish to place in record their appreciation of the devoted and dedicated services rendered by all the employees of the company. Your Directors take this opportunity to thank Saven Technologies Limited, the holding company for their continual support and assistance.

For Saven Technologies, Inc.

Sridhar Chelikani
Director & President

May 2, 2014

Saven Technologies, Incorporated (a subsidiary of Saven Technologies Limited)

INDEPENDENT AUDITORS' REPORT

To the Board of Directors,
Saven Technologies, Inc.
Schaumburg, Illinois
USA

We have audited the accompanying statement of financial condition of Saven Technologies, Inc. as of March 31, 2014, and the related statements of income, members' equity (deficit), and cash flows for the year then ended. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Saven Technologies, Inc., as of March 31, 2014, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Johnson & Dutt, Inc.
Elmhurst, Illinois
May 2, 2014

Saven Technologies, Incorporated (a subsidiary of Saven Technologies Limited)

BALANCE SHEET AS AT MARCH 31, 2014

Particulars	As at March 31, 2014		As at March 31, 2013	
	USD	Rs.	USD	Rs.
Assets				
<i>Current Assets</i>				
Cash	1,209,339	72,463,593	1,451,656	77,808,762
Accounts Receivable	1,563,742	93,699,421	2,026,908	108,642,269
Notes Receivable	35,000	2,097,200	9,400	503,840
Prepaid Expenses	6,061	363,175	6,061	324,870
Investments	117	5,677	117	5,677
Total Current Assets	2,814,259	168,629,066	3,494,142	187,285,417
Fixed Assets, At Cost (See Note 1)				
Property & Equipment	330,228	19,787,262	326,525	17,501,740
Less: Accumulated Depreciation	307,370	18,417,610	296,748	15,905,693
Total Fixed Assets	22,858	1,369,652	29,777	1,596,047
Other Assets				
Notes Receivable	--	--	123,859	6,638,842
Total Assets	2,837,117	169,998,718	3,647,778	195,520,307
Liabilities and Stockholder's Equity				
<i>Current Liabilities:</i>				
Notes Payable Due within One Year	233,520	13,992,518	354,373	18,994,393
Accounts Payable	146,200	8,760,304	154,029	8,255,954
Due to Saven India	448,247	26,858,960	458,010	24,549,336
Other Accrued Expenses	627,984	37,628,801	759,662	40,717,883
Dividend Payable	--	--	244,755	13,118,868
Total Current Liabilities	1,455,951	87,240,583	1,970,829	105,636,434
Stockholder's Equity				
Capital Stock 7,50,000 Shares Authorised 7,35,000 Shares Issued	735,000	38,343,930	735,000	34,229,550
Gain from foreign currency translation (net of income tax) (See Note 1)	--	--	31,824	1,705,766
Retained Earnings	646,166	44,414,205	910,125	53,948,557
Total Stockholders' Equity	1,381,166	82,758,135	1,676,949	89,883,873
Total Liabilities and Stockholders' Equity	2,837,117	169,998,718	3,647,778	195,520,307

Saven Technologies, Incorporated (a subsidiary of Saven Technologies Limited)

STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	For the year ended March 31, 2014		For the year ended March 31, 2013	
	USD	Rs.	USD	Rs.
Sales	11,980,892	680,035,430	14,124,134	733,748,761
Gross Income	11,980,892	680,035,430	14,124,134	733,748,761
Cost of Sales	10,750,646	610,206,667	12,754,746	662,609,055
Gross Profit	1,230,246	69,828,763	1,369,388	71,139,706
Operating Expenses (See Schedule A)	861,921	48,956,205	939,933	48,921,559
Net Operating Income	368,325	20,872,558	429,455	22,218,147
Other Income & (Expense) (See Schedule B)	(142,774)	(8,103,852)	(191,887)	(9,968,529)
Net Income Profit / (Loss)	225,551	12,768,706	237,568	12,249,618
Retained Earnings, April 01, 2013	910,125	--	917,312	--
Dividend	489,510	--	244,755	--
Retained Earnings, March 31, 2014	646,166	12,768,706	910,125	12,249,618

SUPPLEMENTARY INFORMATION FOR THE YEAR ENDED MARCH 31, 2014

SCHEDULE - A

Particulars	For the year ended March 31, 2014		For the year ended March 31, 2013	
	USD	Rs.	USD	Rs.
Operating Expenses				
Advertising & Promotion	23,889	1,355,940	29,896	1,553,097
Bad Debts	--	--	7,191	373,572
Bank Service charge	8,627	489,669	5,990	311,181
Depreciation	10,623	636,530	55,780	2,989,808
Dues & Subscription	20,429	1,159,550	25,849	1,342,856
Equipment Rent	20,022	1,136,449	18,968	985,388
Insurance	43,345	2,460,262	47,601	2,472,872
Licenses & Permits	25,786	1,463,613	8,183	425,107
Meals & entertainment	23,381	1,327,106	44,163	2,294,268
Office expenses	26,242	1,489,496	37,263	1,935,813
Professional Fees	410,036	23,273,643	367,587	19,096,145
Referral fees	6,993	396,900	17,250	896,138
Relocation expenses	89,031	5,053,400	80,185	4,165,611
Repairs & Maintenance	5,713	324,270	31,640	1,643,698
Rent	100,829	5,723,054	60,816	3,159,391
Telephone & Internet	28,399	1,611,927	39,602	2,057,324
Travel	10,887	617,946	61,030	3,170,509
Utilities	7,689	436,428	939	48,781
Total Operating Expenses	861,921	48,956,183	939,933	48,921,559

Saven Technologies, Incorporated (a subsidiary of Saven Technologies Limited)

SUPPLEMENTARY INFORMATION FOR THE YEAR ENDED MARCH 31, 2014

Particulars	For the year ended March 31, 2014		For the year ended March 31, 2013	
	USD	Rs.	USD	Rs.
SCHEDULE - B				
Other Income & (Expense)				
Other Income				
Interest Income	1,707	96,889	3,987	207,125
Interest Expense	(12,184)	(691,564)	(8,743)	(454,199)
Other Income / Expense	27,793	1,577,531	(15,356)	(797,744)
Income Tax	(160,090)	(9,086,708)	(171,775)	(8,923,711)
Total Other Income & (Expenses)	(142,774)	(8,103,852)	(191,887)	(9,968,529)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	Year ended March 31, 2014		Year ended March 31, 2013	
	USD	Rs.	USD	Rs.
<i>Cash Flows from Operating Activities</i>				
Net Income	225,551	12,768,706	237,568	12,249,618
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:				
Depreciation and Amortization	10,623	636,530	55,780	2,989,808
Changes in Assets and Liabilities :				
Accounts Receivable	463,166	27,752,907	249,029	13,347,954
Accounts Payable	(17,592)	(1,054,113)	(406,482)	(21,787,435)
Dividend Payable	(244,755)	(14,665,720)	244,755	13,118,868
Accrued Expenses	(131,680)	(7,890,266)	113,516	6,084,458
Net Cash Provided by Operating Activities	305,313	17,548,045	494,166	26,003,271
<i>Cash Flows from Investing Activities :</i>				
Adjustment from Foreign Currency Translation	(31,823)	(1,906,834)	(3,607)	(193,335)
Proceeds from Stock Issuance	--	--	45,000	2,412,000
Declared Dividend	(489,510)	(29,331,439)	(244,755)	(13,118,868)
Asset acquisitions	(3,703)	(221,884)	(67,205)	(3,602,188)
Increase/ Decrease in notes receivable	98,259	5,887,679	42,634	2,285,182
Net Cash Used in Investing Activities	(426,777)	(25,572,478)	(227,933)	(12,217,209)
<i>Cash Flows from Financing Activities :</i>				
Net Proceeds from Loans	(120,853)	(7,241,512)	138,351	7,415,614
Net Cash Used in Financing Activities	(120,853)	(7,241,512)	138,351	7,415,614
Net Decrease in Cash and Cash Equivalents	(242,317)	(15,265,945)	404,584	21,201,676
Cash and Cash Equivalents, Beginning of Year	1,451,656	87,729,538	1,047,072	56,607,086
Cash and Cash Equivalents, End of Year	1,209,339	72,463,593	1,451,656	77,808,762

Notes to Financial Statements for the year ended March 31, 2014

1. SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF BUSINESS

Nature of Operations

Saven Technologies, Inc. (Company) is a service company which offers IT consulting, Project Management, Remote Services and Enterprise software development services. The Company grants credit to substantially all of its customers. The Company recruits the majority of their consultants from India, therefore must comply with changing US immigration policies.

The Company also offers a full range of software outsourcing services from end to end development of new software and web solutions, Enterprise Application Services to re-engineering and enhancement of legacy applications, application integration and ongoing maintenance and support through Saven Technologies Limited (India).

Significant Accounting Policies

The following is a summary of the significant account policies consistently applied by Management in the preparation of the accompanying financial statements.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment

Property and equipment are stated at cost and is depreciated using straight-line and accelerated methods over estimated useful lives of 5 to 7 years for computers and equipment.

Repairs and maintenance are charged to expense when incurred.

Income Taxes

The Company is a C Corporation under the Internal Revenue Code and, therefore, is subject to federal and certain state income taxes.

2. LINE OF CREDIT

The Company has a line of credit with LaSalle Bank maturing on June 2014. In accordance with the terms of this agreement, the Company may borrow up to \$400,000. Interest is payable at LIBOR Daily Floating Rate plus 2.75%, 3.15% at March 31, 2014. The balance at March 31, 2014 is \$224,983. The collateral for this line of Credit is CD's held at Bank of America.

3. BULIDING LEASE

The Company occupies leased office space in Schaumburg, Illinois. The lease agreement requires monthly rental payment through July 2016. In addition, the Company is responsible for insurance and maintenance of the property.

For the year ended March 31, 2014, rent expense was approximately \$ 100,829.

4. RELATED PARTIES

Saven Technologies Limited (India):

This Corporation holds a 57% interest in Saven Technologies, Inc. (USA). Saven Technologies Limited (India) carries out the full range of software services being outsourced by Saven Technologies Inc (USA). In this regard a separate agreement was entered into for offshore software services. The amount due to Saven Technologies (India) at March 31, 2014 is \$ 448,247.

5. PENSION PLAN

In 2001, the Company adopted a 401(k) plan for all eligible employees. The Company, at their discretion, can match to employee's account. Matching contributions by the Company were \$ 0 for the period. The plan also allows for discretionary profit sharing contributions. There were no discretionary contributions for the year ending March 31, 2014.

6. DIVIDEND DECLARED

The Company declared dividends during the Fiscal Year ended March 31, 2014. The dividends declared and paid were \$0.666 per equity share of \$1 to all shareholders. This dividends equaled the sum of \$489,510.

Note: Indian Rupee equivalent of figures have been arrived at by applying the year end and average exchange rate of USD 1.00 = Rs.59.92 and Rs.56.76 respectively (Previous Year: USD 1.00 = Rs.53.60 and Rs.51.95)

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
SAVEN TECHNOLOGIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of M/s SAVEN TECHNOLOGIES LIMITED ('the Company') which comprise the consolidated Balance Sheet as at 31st March 2014, the consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant Accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the

consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India::

- (a) In the case of the consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) In the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of Subsidiary, Saven Technologies, Inc., USA whose financial statements reflect total assets of Rs.169,998,717. as at 31st March, 2014 and total revenues of Rs.680,035,430. for the year ended on that date. These financial statements have been audited by other auditors, whose report has been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the Subsidiary, is based solely on the report of the other auditors.

for Rambabu & Co.,
Chartered Accountants
Firm Reg. No: 002976S

Ravi Rambabu
Partner
Membership No.18541

Place : Hyderabad
Date : May 14, 2014

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2014

(Amount in Rs.)

Particulars	Note	As at March 31, 2014	As at March 31, 2013
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	3	108,787,480	108,787,480
(b) Reserves and Surplus	4	79,951,925	48,212,847
		188,739,405	157,000,327
2. Current Liabilities			
(a) Long-term borrowings	5	764,666	1,050,854
(b) Deferred Tax Liability (net)	6	660,114	--
(c) Other current liabilities	7	564,606	575,577
(d) Short-term borrowings	8	13,992,518	18,994,393
(e) Trade Payables	9	38,035,420	44,496,926
(f) Short-term provisions	10	12,283,543	7,782,980
		66,300,867	72,900,730
3. Minority Interest			
		35,468,343	44,133,696
TOTAL		290,508,615	274,034,753
II. ASSETS			
1 Non - current assets			
(a) Fixed assets			
(i) Tangible assets		13,064,617	16,183,306
(ii) Intangible assets	11	1,835,874	2,085,649
		14,900,491	18,268,955
(b) Non-current investments	12	16,619	16,619
(c) Long term loans & advances	13	6,228,182	11,737,729
(d) Other non-current assets	14	--	--
2 Current assets			
(a) Trade receivables	15	94,082,757	109,281,022
(b) Cash and Cash Equivalents	16	170,405,462	132,218,669
(c) Short-term loans and advances	17	460,000	504,840
(d) Other current assets	18	4,415,104	2,006,919
		269,363,323	244,011,450
TOTAL		290,508,615	274,034,753

Notes forming part of the financial statements 1 to 29

In terms of our report attached
for Rambabu & Co.,Chartered Accountants
Firm Reg. No: 002976SRavi Rambabu
Partner
Membership No. 18541
Place : Hyderabad
Date : May 14, 2014

for and on behalf of the Board

Murty Gudipati
Executive DirectorR S Sampath
DirectorS Mohan Rao
GM-Finance & AccountsRadhika Karmarkar
Company Secretary

Saven Technologies Limited

21st Annual Report

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

(Amount in Rs.)

Particulars	Note	For the year ended March 31, 2014	For the year ended March 31, 2013
1 Revenue from operations	19	683,194,611	737,012,431
2 Other Income	20	11,385,012	5,122,859
Total Revenue		694,579,623	742,135,290
3 Expenses			
(a) Employee benefits expense	21	580,168,887	633,642,334
(b) Other Expenses	22	57,091,622	57,183,393
(c) Finance costs	23	825,688	559,604
(d) Depreciation and amortisation expense	11	4,093,825	6,271,078
Total Expenses		642,180,022	697,656,409
4 Profit before exceptional items and tax		52,399,601	44,478,881
5 Exceptional items		--	3,708,750
6 Profit before tax (4+5)		52,399,601	48,187,631
7 Tax expense			
(a) Current year Tax		21,442,593	16,471,488
(b) Deferred Tax Liability / (Asset)		660,114	--
(c) Income Tax Excess Provision written back		(219,181)	--
(d) MAT Credit entitlement relating to previous year		(484,588)	--
8 Profit after tax (6-7)		31,000,663	31,716,143
9 Minority Interest		5,792,150	5,363,829
10 Profit for the year after Minority Interest		25,208,513	26,352,314
11 Earnings Per Share (equity share of Rs.10/-each)			
Basic and Diluted	24	2.32	2.42
No. of shares used in computing Earnings per share		10,878,748	10,878,748

Notes forming part of the financial statements 1 to 29

In terms of our report attached
for Rambabu & Co.,
Chartered Accountants
Firm Reg. No: 002976S

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Ravi Rambabu
Partner
Membership No. 18541

Place : Hyderabad
Date : May 14, 2014

S Mohan Rao
GM-Finance & Accounts

Radhika Karmarkar
Company Secretary

Saven Technologies Limited

21st Annual Report

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

(Amount in Rs.)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
A Cash Flow from Operating Activities		
Net Profit before Tax	52,399,601	48,187,631
Adjustments for:		
Depreciation	4,093,825	6,271,078
Miscellaneous Expense Written-off	Nil	Nil
Profit / Loss on Sale of Fixed Assets	2,29,595	5,74,349
Interest Income	(7,560,831)	(3,436,910)
Interest Expense	825,688	559,604
Translation of Foreign Currency	6,530,565	3,469,684
<i>Operating Profit before working Capital Changes</i>	56,518,443	55,625,436
Adjustments for (increase) / decrease in operating assets:		
Trade Receivables	15,198,265	6,489,225
Long-term loans and advances	5,994,135	4,110,847
Short-term loans and advances	44,840	149,560
Other current assets	(2,408,186)	(1,477,727)
Adjustments for increase / (decrease) in operating liabilities:		
Trade Payables	(6,461,506)	7,031,005
Other current liabilities	(10,971)	409,558
Short-term provisions	4,500,563	(8,098,055)
Short-term borrowings	(5,001,875)	8,128,486
Long-term borrowings	(286,188)	1,050,854
Minority Interest	(14,457,503)	6,436,399
Cash generated from operations	53,630,017	79,855,588
Income Tax Excess Provision written back	219,181	--
Income Taxes Paid	21,442,593	16,471,488
Net Cash from Operating Activities (A)	32,406,605	63,384,100
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(954,956)	(9,387,779)
Interest Received	7,560,831	3,436,910
Net Cash used in Investing Activities	6,605,875	(5,950,869)
C. Cash flow from Financing Activities		
Interest paid	(825,688)	(559,604)
Net Cash from Financing Activities	(825,688)	(559,604)
Net Increase / (Decrease) in Cash and Cash Equivalents	38,186,793	56,873,627
Cash & Cash equivalents at the beginning of the period	132,218,669	75,345,042
Cash & Cash equivalents at the end of the period	170,405,462	132,218,669

In terms of our report attached
for Rambabu & Co.,
Chartered Accountants
Firm Reg.No. 002976S
Ravi Rambabu
Partner
Membership No. 18541
Place : Hyderabad
Date : May 14, 2014

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

S Mohan Rao
GM-Finance & Accounts

Radhika Karmarkar
Company Secretary

Consolidated Notes forming part of the Financial Statements**1. Corporate information**

Saven Technologies Limited offers a full range of software outsourcing services from end to end development of new software and web solutions, Enterprise Application Services, to re-engineering and enhancement of legacy applications, application integration and ongoing maintenance. The Company has set up a subsidiary, Saven Technologies Inc, USA, a service company which offers IT Services, Project Management, Remote Services and Enterprise software development services.

2. Significant Accounting Policies:**2.1 Basis of Consolidation:**

The Consolidated Financial Statements relate to Saven Technologies Limited (the Company) and its subsidiary company Saven Technologies Inc, USA (STI) where in the Company holds 57% share as on 31.03.2014.

The consolidated financial statements of the company and its subsidiary have been prepared by adding together the book values of like items of assets, liabilities, income and expenses. All intra group transactions, balances and unrealized profits/losses on transactions have been fully eliminated in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".

Minority Interest's share of net loss for the year is identified and adjusted against the loss in order to arrive at the net loss attributable to the shareholders of the company.

Minority Interest's share of net assets of subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the company's shareholders.

All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

2.2 Cash and cash equivalents:

Cash comprises cash on hand and fixed deposits with banks. Cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.3 Cash flow statement:

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.4 Fixed Assets:

Fixed assets are capitalised at acquisition cost inclusive of freight, installation cost and other incidental expenses incurred during the year.

2.5 Depreciation and amortisation

Depreciation has been provided on the basis of Straight Line Method.

2.6 Revenue Recognition:

Income from software related services is accounted for on the basis of services rendered and billed to clients on acceptance and / or on the basis of man-hours spent, as per the terms of contract with clients.

The Company recognizes revenue from engagement services based on the number of engagements performed. Revenues from time period services are recognized based on the time incurred in providing services at contracted rates.

Consolidated Notes forming part of the Financial Statements**2.7 Other Income:**

Interest income is recognized on time proportion basis.

Dividend income on investments is accounted for when the right to receive the payment is established.

2.8 Investments:

Investments are classified into current investments and long-term investments. Current investments are carried at the lower of cost or fair market value. Any reduction in carrying amount and any reversals of such reduction are charged or credited to the profit and loss account. Long-term investments are carried at cost less provision made to recognize any decline, other than temporary, in the value of such investments.

2.9 Earnings per share (EPS):

The earnings considered in ascertaining the company's EPS comprises the net profit / loss after tax (And includes the post tax effect of any extraordinary items). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.

2.10 Employee Benefits:*Defined contribution plans:*

Contributions in respect of Employees Provident Fund and Pension Fund are made to a fund administered and managed by the Government of India and are charged as incurred on accrual basis.

Defined benefit plans:

The Company also provides for other employee benefits in the form of gratuity. The Company's Contributions to Gratuity scheme are determined by actuarial valuation and have been made to an approved Fund and the same is charged as expenditure to Profit & Loss account. The gratuity fund is managed by the Life Insurance Corporation of India (LIC).

Long-term employee benefits:

The Company also provides to eligible employee benefits in the form of Leave Encashment. The Company's Contributions are determined by actuarial valuation and have been made to an approved Fund and the same is charged as expenditure to Profit & Loss account. The Leave encashment fund is managed by the Life Insurance Corporation of India (LIC).

2.11 Foreign Currency Transactions:

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and resultant gain or loss is recognized in the Profit and Loss Account.

The consolidated financial statements are prepared in Indian Rupees. The Indian Rupee is the functional currency of Saven Technologies Limited, the parent company. However, the U.S. Dollar and the Great Britain Pound are the functional currencies for its subsidiaries located in the U.S. and the U.K. respectively.

For the purpose of Consolidation, as per International Accounting Standard (IAS) 21- "the effects of changes in Foreign exchange rates". Assets and Liabilities of non- Indian subsidiaries are translated at the Balance Sheet date. Income and Expenditure are translated at the average rate during the year.

Consolidated Notes forming part of the Financial Statements

(Amount in Rs.)

Note	Particulars	As at March 31, 2014		As at March 31, 2013	
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3. SHARE CAPITAL**(a) Authorised**

1,60,00,000 Equity Shares of Rs 10/- each	160,000,000	160,000,000
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(b) Issued, Subscribed and Paid-up

1,08,78,748 Equity Shares of Rs 10/- each (previous year 1,08,78,748 Equity Shares of Rs 10/- each)	108,787,480	108,787,480
--	--------------------	-------------

Refer notes a & b below:

- (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Rs.	No. of Shares	Rs.
Equity shares with voting rights				
Opening balance	10,878,748	108,787,480	10,878,748	108,787,480
Closing Balance	10,878,748	108,787,480	10,878,748	108,787,480

Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

- (b) Details of shares held by each shareholder holding more than 5% of equity shares with voting rights:

Particulars	As at March 31, 2014		As at March 31, 2013	
	% Held	No. of Shares	% Held	No. of Shares
Ch. Arathi	13.33%	1,449,979	12.97%	1,410,851
J. Rajya Lakshimi	11.49%	1,249,740	11.49%	1,249,740
Avanti Rao	7.90%	859,450	7.90%	859,450
Aditya Narasing Rao	7.79%	847,500	7.79%	847,500
Sridhar Chelikani	--	--	2.24%	244,128
Dhari Mohammad Alroomi	7.81%	850,000	7.81%	850,000

Note	Particulars	As at March 31, 2014		As at March 31, 2013	
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4. RESERVES AND SURPLUS

(a) Capital Reserve	4,685,900	4,685,900
(b) Share Premium	18,947,380	18,947,380
	23,633,280	23,633,280

(c) Surplus / (Deficit) in Statement of Profit and Loss Balance at the beginning of the year	22,816,824	(3,535,490)
Add: Profit for the year	25,208,513	26,352,314
(d) Currency Translation Reserve	8,293,308	1,762,743

TOTAL	79,951,925	48,212,847
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Consolidated Notes forming part of the Financial Statements

(Amount in Rs.)

Note Particulars	As at March 31, 2014	As at March 31, 2013
5. Long -Term Borrowings		
Vehicle H.P. Loan * (refer note 5.1)	764,666	1,050,854
TOTAL	764,666	1,050,854
5.1 * Vehicle loan from ICICI Bank carries interest @ 11.25%. The loan amount of Rs.1,500,000/- is repayable in 60 monthly instalments of Rs.32,499/- each (including interest) from July 20, 2012. The loan is secured by charge over fixed asset i.e vehicle, for which finance is provided by the lender.		
6. Deferred Tax Liability (net)		
Tax effect of item constituting deferred tax liability On difference between book balance and tax balance of fixed assets	660,114	--
TOTAL	660,114	--
7. Other Current Liabilities		
(a) Statutory remittances		
i) Provident Fund	242,633	281,158
ii) Other Statutory Remittances	35,784	38,555
(b) Current Maturities of long term debt		
i) Vehicle H.P. Loan* (refer note 5.1)	286,189	255,864
TOTAL	564,606	575,577
8. Short-term borrowings		
i) Loan repayable to banks	13,480,981	16,883,089
ii) Loan repayable to others	511,537	2,111,304
TOTAL	13,992,518	18,994,393
9. Trade Payable		
i) Creditors for Expenses	5,415,218	7,750,933
ii) Creditors for Services	32,620,202	36,745,993
TOTAL	38,035,420	44,496,926
9.1 Dues to Micro, small and Medium enterprises has been determined to be Rs. Nil to the extent such parties have been identified on the basis of information available with the company.		
10. Short Term Provisions		
i) Provision for employee benefits	2,690,950	1,726,180
ii) Provision for Income Tax	9,592,593	6,056,800
TOTAL	12,283,543	7,782,980

Consolidated Notes forming part of the Financial Statements

11. FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK		DEPRECIATION / AMORTISATION		NET BLOCK					
	Balance as at 01.04.13	Additions Disposals as at 31.03.14	Balance as at 01.04.13	Disposals For the year 31.03.14	Balance as at 31.03.14	Balance As at 31.03.14				
(i) TANGIBLE ASSETS										
Computer/ Hardware	33,614,592	489,048	28,423,215	--	1,583,364	30,006,579	4,097,061	5,191,377		
Air Conditioners	3,267,279	--	2,658,169	--	230,996	2,889,165	378,114	609,110		
Furniture and fixtures	16,482,791	--	10,889,892	--	1,043,360	11,933,252	4,549,539	5,592,899		
Electrical Fittings	4,163,670	160,125	310,530	80,935	290,300	2,998,548	1,014,717	1,374,487		
Vehicles	3,494,071	--	562,085	--	331,937	894,022	2,600,049	2,931,986		
Office Equipment	1,801,633	59,500	1,318,186	--	117,810	1,435,996	425,137	483,447		
Total	62,824,036	708,673	310,530	63,222,179	46,640,730	80,935	3,597,767	50,157,562	13,064,617	16,183,306
Previous Year	55,246,908	8,719,310	1,142,182	62,824,036	41,405,504	567,833	5,803,059	46,640,730	16,183,306	13,841,404
(ii) INTANGIBLE ASSETS										
Computer Software	6,395,559	246,283	--	6,641,842	4,309,910	--	496,058	4,805,968	1,835,874	2,085,649
Previous Year	5,727,090	668,469	--	6,395,559	3,841,891	--	468,019	4,309,910	2,085,649	1,885,199
Total	69,219,595	954,956	310,530	69,864,021	50,950,640	80,935	4,093,825	54,963,530	14,900,491	18,268,955
Previous Year	60,973,998	9,387,779	1,142,182	69,219,595	45,247,395	567,833	6,271,078	50,950,640	18,268,955	15,726,603

(iii) Details of assets acquired under hire purchase agreement:

Particulars	Gross Block		Net Block	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Vehicles (Note-5 & 7)	2,179,991	2,179,991	1,828,206	2,035,305

Consolidated Notes forming part of the Financial Statements

(Amount in Rs.)

Note Particulars	As at March 31, 2014	As at March 31, 2013
12. NON-CURRENT INVESTMENTS		
Investment in Joint Venture		
Penrilian Limited, UK, 161 (161) ordinary shares at GBP 1.00 each, fully paid-up, par value GBP 1.00 each	16,619	16,619
Aggregate amount of unquoted investments	16,619	16,619
13. Long Term Loans and Advances		
(a) Capital advances Unsecured, Considered good	--	41,650
(b) Security Deposits Unsecured, Considered good	1,792,161	1,841,693
(c) Advance Tax and TDS (Net of Tax provision)	736,904	1,182,955
(d) Service Tax Credit Receivable	201,917	22,589
(e) Saven Employees Stock Option Trust *	1,400,000	2,005,000
(f) Others	--	1,345,000
(g) Note Receivable	2,097,200	5,298,842
TOTAL	6,228,182	11,737,729
* Company had advanced Rs. 20 Lakhs to Saven Employees Foundation Trust for acquiring shares in the Company for issuance to employees. After a provision of Rs.6 Lakhs the net recoverable amount is Rs.14 Lakhs.		
14. Other Non Current Assets		
Long term Trade Receivables		
Unsecured, Considered good		
Doubtful	--	3,513,950
Less:- Provision for Doubtful long term receivables **	--	3,513,950
TOTAL	--	--

** During the year the company has written off an amount of Rs.35,13,950/- out of the said doubtful debts which is not recoverable.

Consolidated Notes forming part of the Financial Statements

(Amount in Rs.)

Particulars	As at March 31, 2014	As at March 31, 2013
15. Trade Receivables		
Trade Receivable outstanding for a period exceeding six months		
Secured, Considered good	--	--
Unsecured, Considered good	40,450	--
Other Trade Receivables		
Secured, Considered good	--	--
Unsecured, Considered good	94,042,307	109,281,022
TOTAL	94,082,757	109,281,022
16. Cash and Cash Equivalents		
Cash on hand	7,250	19,337
Balances with Banks		
In Current accounts	11,000,389	6,135,099
In Deposit Accounts	159,397,823	126,064,233
TOTAL	170,405,462	132,218,669
17. Short-term loans and advances		
Loans and advances to employees	460,000	504,840
TOTAL	460,000	504,840
18. Other current assets		
Interest accrued but not due on Deposits	4,051,930	1,396,127
Prepaid Expenses	363,174	610,792
TOTAL	4,415,104	2,006,919

Saven Technologies Limited
21st Annual Report
Consolidated Notes forming part of the Financial Statements

Particulars	(Amount in Rs.)	
	For the year ended March 31, 2014	For the year ended March 31, 2013
19. Revenue from operations		
Services - Exports	680,035,430	733,748,761
Domestic	3,159,181	3,263,670
TOTAL	683,194,611	737,012,431
20. Other Income		
Interest on Deposits	7,560,831	3,436,910
Net gain/(loss) on foreign currency transactions	3,824,181	1,680,849
Other non-operating Income	--	5,100
TOTAL	11,385,012	5,122,859
21. Employee benefit expenses		
Salaries and Bonus	572,023,546	626,842,438
Contribution to Provident & Other Funds	2,226,993	1,964,124
Staff Welfare Expenses	864,948	670,161
Staff Relocation	5,053,400	4,165,611
TOTAL	580,168,887	633,642,334
22. Other Expenses		
Rent	8,996,954	6,433,291
Travelling and Conveyance	1,782,621	4,930,255
Communication	2,384,391	3,021,373
Professional And Service Charges	24,123,191	20,964,022
Electricity Charges	1,635,339	1,460,357
Office Expenses & Maintenance	6,853,036	7,780,992
Repairs & Maintenance	721,079	2,722,294
Insurance	2,816,991	2,666,863
Rates & Taxes	1,699,969	1,526,192
Other Miscellaneous Expenses	1,598,453	1,457,909
Advertisement & Promotion Expenses	1,513,852	1,718,796
Bad Debts Written off	--	373,572
Loss on Sale of Fixed Assets	207,595	394,349
Provision for doubtful advance	600,000	--
Auditors Remuneration	1,619,000	1,386,800
Bank Charges	539,150	346,328
TOTAL	57,091,622	57,183,393
22.1 Auditors Remuneration Comprises (excluding service tax)		
i) Statutory Audit Fee	1,589,000	1,366,800
ii) Tax Audit Fee	30,000	20,000
TOTAL	1,619,000	1,386,800
23. Finance cost		
Interest on Other Loans	825,688	559,604
TOTAL	825,688	559,604

Consolidated Notes forming part of the Financial Statements

(Amount in Rs.)

	As at March 31, 2014	As at March 31, 2013
24. Earnings Per Share		
<u>Basic</u>		
<u>Total operations</u>		
Net profit / (loss) for the period attributable to the equity shareholders	25,208,513	26,352,314
Weighted average number of equity shares	10,878,748	10,878,748
Par value per share	10.00	10.00
Earnings per share - Basic	2.32	2.42
<u>Diluted</u>		
The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods. Since, the effect of the conversion of Preference shares was anti-dilutive, it has been ignored.		
<u>Total operations</u>		
Net profit / (loss) for the year attributable to the equity shareholders	25,208,513	26,352,314
Weighted average number of equity shares for Basic EPS	10,878,748	10,878,748
Weighted average number of equity shares for diluted EPS	10,878,748	10,878,748
Par value per share	10.00	10.00
Earnings per share - Diluted	2.32	2.42

Consolidated Notes forming part of the Financial Statements**25. Notes to Consolidated Financial Statements**

25.1. List of subsidiary considered for consolidation

Name of the Subsidiary Company	Country of Incorporation	Extent of Holding (%) as March 31, 2014
Saven Technologies Inc.	U.S.A	57%

The reporting date of the above subsidiary is March 31, 2014.

25.2. Saven Technologies Inc, USA (STI) has a line of credit with Bank of America maturing on June 2014. In accordance with terms of this agreement, the Company may borrow up to \$4,00,000. Interest is payable at LIBOR Daily Floating Rate plus 2.75%, 3.15% at March 31, 2014. The balance at March 31, 2014 is \$ 224,983.

25.3. Debit balance of the Consolidated Profit and Loss account is arrived at after adjusting the Profit and Loss account balance of subsidiary company.

26. Related Party Transactions**A. Details of related parties:**

S.No.	Relationship	Names of the related parties
1.	Joint venture	Penrillian Limited, U.K
2.	Associates	Pennar Industries Limited - Common Director. Pennar Engineered Building Systems Limited - Common Director. Pennar Enviro Limited - Common Director.
3.	Key Management Person:	Mr. Murty Gudipati - Executive Director.

Consolidated Notes forming part of the Financial Statements**B. Details of related party transactions during the year ended March 31, 2014 and balances outstanding as at March 31, 2014.**

(Amount in Rs.)

Particulars	Joint venture	Associates	Key Management Person
Revenue	--	3,159,181	--
	--	(3,263,670)	--
Director - Remuneration	--	--	3,550,000
	--	--	(3,227,503)
Trade Receivables	--	383,335	--
	--	(638,753)	--
Investments	10,942	--	--
	(10,942)	--	--

Note: (i) Figures in bracket relates to the previous year.

(ii) Disclosure of Intra-group transactions is not required in the Consolidated Financial Statements.

27. Segment Details

The holding company and the subsidiary company are mainly engaged in the Software Development and Services. Hence there is no separate reportable segment as per Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

28. Figures have been rounded off to the nearest rupee.**29. Reclassification**

These financial statements have been prepared in the format prescribed by the Revised Schedule VI to the Companies Act, 1956. Previous years' figures have been recast / restated.

Note 1 to 29 form part of the Balance Sheet and have been authenticated.

In terms of our report attached
for Rambabu & Co.,
Chartered Accountants
Firm Reg.No:002976S

Murty Gudipati
Executive Director

for and on behalf of the Board
R S Sampath
Director

Ravi Rambabu
Partner
Membership No. 18541

Place : Hyderabad
Date : May 14, 2014

S Mohan Rao
GM-Finance & Accounts

Radhika Karmarkar
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of Saven Technologies Limited will be held on Monday, the 22nd day of September, 2014, at 10.30 A.M at the Surana Udyog Auditorium, Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500 004, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Sridhar Chelikani, who retires by rotation and being eligible, offers himself for re-appointment;
3. To re-appoint., a firm of Chartered Accountants, as Statutory Auditors of the Company for the period commencing from the conclusion of this meeting till the conclusion of the third consecutive Annual General Meeting on such remuneration as may be fixed by the Board of Directors plus out-of-pocket expenses;

To consider and if thought fit to pass with or without modifications(s), the following resolution as an ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Rambabu & Co, Chartered Accountants (ICAI Reg. No. 002976S), who retire at the conclusion of this Annual General Meeting (AGM), be and are hereby appointed as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the third consecutive Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors be and are 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

4. 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, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, subject to such other laws, rules and provisions as may be applicable from time to time and in supersession of the earlier resolution Wg Cdr A B Bhushan (Retd) (DIN 00063882), who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of four years upto 30th September, 2018 not liable to retirement by rotation."

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 sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, subject to such other laws, rules and provisions as may be applicable from time to time and in supersession of the earlier resolution Mr. R S Sampath (DIN 00063633), who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a

member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of four years upto 30th September, 2018 not liable to retirement by rotation."

6. 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R Ravi (DIN: 06755889), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years.

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION;

"RESOLVED THAT in accordance with the provisions of Sections 196,197,203, and Schedule V (including any statutory modifications or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, and the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Murty Gudipati as Executive Director and Chief Executive Officer for a period of one year from August 14, 2014 on the following basis as recommended by the Board's Nomination and Remuneration Committee:-

- a. Remuneration:

Salary: Basic salary at the rate of Rs.2,00,000/- per month.

- b. In addition to the above Basic Salary, he shall be entitled to the following allowances and perquisites namely:-

- i. Special Allowance: Rs. 1,00,000/- per month.
- ii. Medical: Reimbursement of all medical expenses incurred for self, spouse, children and dependant parents to the extent of Rs. 30,000/- per annum. He will be covered under Group Hospitalization for self, spouse, children and dependant parents and Accident Insurance Scheme for self as per the Company's rules.
- iii. Leave Travel Assistance: Leave Travel Assistance for self and family, maximum upto 1(one) month's Basic Salary, once in a year for any destination in India or, if agreed to by the Board, abroad.
- iv. Use of Vehicle(s): Company maintained vehicle(s) for use for the Company's business, (the expenditures on such vehicle(s) shall not be considered as a perquisite).
- v. Communications facility at Residence: Telephone and Communication facilities at the residence, namely, fax, E-mail, internet, etc, the expenditure on which will not be considered as a perquisite.
- vi. Provident Fund: Contribution to the Provident Fund in accordance with the rules of the Company subject to a ceiling of 12% of the Basic salary, as per prevailing rules or as may be notified by the Government from time to time.
- vii. Gratuity: Payable in accordance with the rules of the Company as applicable or as may be notified by the Government from time to time.
- viii. Leave: Leave with full pay and allowance, in accordance with the rules of the Company.

"FURTHER RESOLVED THAT notwithstanding the above, in the absence of or inadequacy of profits in any financial year Mr. Murty Gudipati be paid the above remuneration as minimum remuneration in terms of Section II (A) of Part II of Schedule V of

the Companies Act, 2013 as may be applicable to the Company from time to time."

"FURTHER RESOLVED THAT so long as Mr. Murty Gudipati functions as the Executive Director and Chief Executive Officer of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
for Saven Technologies Limited

Place : Hyderabad

Jayanthi P

Date : August 4, 2014

Company Secretary

Notes

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 18, 2014 to September 19, 2014, both days inclusive.
6. Members / Proxies are requested to bring to the meeting their copies of the Annual Report and the Attendance Slip duly filled in for attending the meeting.
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
8. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting so that the information required by them may be made available at the meeting.
9. Shareholders are requested to intimate immediately any change in the address registered with the Company. Members holding shares in dematerialized form are requested to notify any change in address to their respective Depository Participants (DPs).
10. Trading in the equity shares of the Company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is INE 856B 01015.

11. In compliance of the SEBI circular no. MRD/DOP/ Cir-05/2009 dated May 20, 2009, the shareholders/ transferees (including joint holders) holding shares in physical form are requested to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action.
12. Members are requested to send all communications relating to shares to the Company's Share Transfer Agents (Physical and Depository) at the following address:

XL Softech Systems Limited,
Plot No. 3, Sagar Society,
Road No. 2, Banjara Hills,
Hyderabad - 500034.
13. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued Circular on April 21, 2011 stating that the service of documents can be made through electronic mode. In view of the circular issued by MCA, the Company proposes to deliver documents like the Notice calling the Annual General Meeting/ Audited Annual Accounts/Report of the Auditors/ Report of the Directors etc, in electronic form to email address provided by the shareholders and made available by the Depositories. The Company shall send hard copies of full annual reports to those shareholders, who request for the same.
14. Shareholders are requested to furnish their e-mail addresses to enable the Company to forward all the requisite information in electronic mode. In case of shareholders holding shares in demat form, the email addresses of the shareholders registered with the DP and made available to the Company shall be the registered email ID unless communication is received to the contrary.
15. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / XI Softech Systems Ltd.
16. Details of Directors seeking appointment / re-appointment at the Annual General Meeting of the Company to be held on September 22, 2014 are provided in this Notice.
17. The e-voting period commences vide EVSN No. 140814040 on 16th September, 2014 at 9.00 AM and ends on 17th September, 2014 at 6.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut off date of 14th August, 2014 may cast their vote electronically. The CDSL will disable E voting facility after the expiry of e voting period. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
18. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the Company as on the cut off date.
19. Mr. S Chidambaram, Practicing Company Secretary, Hyderabad has been appointed as the scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
20. The scrutinizer shall within a period not exceeding 3 working days from the conclusion of e-voting period unblock the votes in the presence of at least two witness not in the employment of the Company and make a scrutinizer report of the votes cast in favour or against, if any, to the chairman of the Company.
21. Shareholders are requested to opt for NECS (National Electronic Clearance Service) for receipt of dividend. Shareholders may please update their bank account details with their Depository Participants for receiving the dividend in a hassle free manner. Opting for NECS is cost effective and also saves time.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item Nos. 4 to 6**

The company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchange, appointed Wg Cdr A B Bhushan (Retd), Mr. R S Sampath, and Mr. R Ravi as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 2014, every listed company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration committee has recommended the appointment of Wg Cdr A B Bhushan (Retd), Mr. R S Sampath, Directors as Independent Directors for a period of 4 years upto 30th September, 2018 and the appointment of Mr. R Ravi, Director as Independent Director for a period of 5 years. The aforesaid Directors have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV to the Act, the appointment of these directors as Independent Directors is now being placed before the shareholders for their approval.

Mr. R Ravi was appointed an additional director of the company on 04th August, 2014 under section 161 of the Act. Pursuant to section 160 of the Act, notices have been received from three shareholders signifying their intention to propose the appointment of Wg Cdr A B Bhushan (Retd), Mr. R S Sampath, and Mr. R Ravi along with a deposit of 1,00,000/- (Rupees one lakh only) each as required under the aforesaid section.

The names of companies and the committees in which the directors are a director/member, the letter of appointment and terms and conditions of the appointment

are available for inspection at the registered office of the company during normal business hours.

Except the directors being appointed in terms of the said resolutions, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 to 6 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

Item 7

Mr. Murty Gudipati was re-appointed as the Executive Director of the Company for a period of two years with effect from August 13, 2012, at the Annual General Meeting held on September 24, 2012 and the remuneration payable to him was also approved at the aforesaid Annual General Meeting. Mr. Murty Gudipati has immensely contributed to the progress and development of the Company when global economic scenario was in the decline. The present term of his appointment will expire on August 13, 2014 and it is considered desirable to reappoint him as Executive Director and CEO for a further period of one year on the terms and conditions as given in resolution No.7. On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 4, 2014, approved the terms of appointment and remuneration payable to Mr. Murty Gudipati, for a period of one year from August 14, 2014, subject to the approval of the shareholders at the forthcoming Annual General Meeting.

The terms of remuneration including minimum remuneration proposed to Mr. Murty Gudipati are fully set out in the resolution No. 7 herein before written.

The same constitutes the abstract of the terms of appointment of Mr. Murty Gudipati as required under Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Murty Gudipati is concerned or interested in the resolution.

Details as per Part II, Section II of Schedule V of the Companies Act, 2013:

A statement along with the notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information namely: -

I		General Information	
1.	Nature of industry	Information Technology and software development	
2.	Date or expected date of commercial production	Company started the commercial operations immediately after obtaining the Certificate of Commencement of Business on November 21, 1994.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N. A.	
4.	Financial performance based on given indicators.	Particulars	Amount (Rs. in lakhs)
		Total Revenue from operations	1135.36
		Operating Profit (PBIDT)	513.83
		Finance cost	1.34
		Depreciation and amortization expense	34.57
		Exceptional items	-
		Profit after Tax (PAT)	359.85
5.	Export performance and net foreign exchange collaborations.	Rs. 8.34 Crores	
6.	Foreign investments or collaborations, if any.	The Company has investments in Penrillian Limited- Rs.0.11 lakh (23% of total equity)	
II		Information about the appointee	
1.	Back ground details	Mr. Murty Gudipati is an Engineering Graduate (B. Tech - ECE) with M.S. in Computer Engineering from Clemson University, USA.	
2.	Past remuneration	Rs.35.50 lakhs Per Annum	
3.	Recognition or awards	Mr. Murty Gudipati has more than 20 years of experience in Information Technology. He worked as Software Consultant at MCI Corporation, New York, USA and Dow Jones Company, Princeton, New Jersey, USA from 1993 till 1995. He also worked as Engineering Manager at Interactive Data Corporation, New York, USA (1995 -2006). Initially he was appointed as Head of Company's Off shore development Center in the year 2006 and was later elevated as Executive Director in the year 2009. During his tenure he has enlarged the team to about 100 members with billing of USD 1.5 Million from India to US.	

4.	Job profile and his suitability	Subject to the superintendence, direction and control of the Board, the day to day management and administration of the Company is vested in the Executive Director. Mr. Murty Gudipati, as the Executive Director of the Company has made considerable progress in all the spheres. The Directors confidently feel that the Company should continue to avail the services of Mr. Murty Gudipati												
5.	Remuneration proposed	Rs. 38.55 lakhs Per Annum												
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Around Rs. 5,00,000/- Per Month												
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Murty Gudipati does not have any pecuniary relationship directly or indirectly with the Company or any of its managerial personnel												
III Other information														
1.	Reasons of loss or inadequate profits	The Company's total Income has been steadily improving and during the year ended 31st March, 2014, the Total income has increased by 13.43% and PBT has increased by 55.5% over that of the previous year, as can be seen from the Table given below; (Rs. in lakhs) <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th>Total Income</th> <th>PBT</th> </tr> </thead> <tbody> <tr> <td>2011-12</td> <td>720.78</td> <td>168.81</td> </tr> <tr> <td>2012-13</td> <td>1000.87</td> <td>307.27</td> </tr> <tr> <td>2013-14</td> <td>1135.36</td> <td>477.92</td> </tr> </tbody> </table> However, the profit has been inadequate to comply with Sec. 197, and Schedule V of the Company's Act, 2013 since the volume of business has been low. The Company has plans to improve the volume to a much higher level.		Total Income	PBT	2011-12	720.78	168.81	2012-13	1000.87	307.27	2013-14	1135.36	477.92
	Total Income	PBT												
2011-12	720.78	168.81												
2012-13	1000.87	307.27												
2013-14	1135.36	477.92												
2.	Steps taken or proposed to be taken improvement	The Company has already taken additional floor space for expansion and is also increasing the man power. Besides expanding the existing activity the company has also invested in new business areas. The Board is confident that shortly after the gestation period the overall business of the company will further grow.												
3.	Expected increase in productivity and profits in measurable terms.	The revenue is expected to grow at a modest level of 10% during the year. With the proposed organic and inorganic growth, the revenue is expected to grow to a much higher level in the coming years.												

Item No.8- Articles of Association

The Articles of Association of the Company as currently in force are in accordance with the provisions of Companies Act, 1956. The references to specific sections of the Companies Act, 1956 and some of the Articles in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of Table "F" to Schedule I to the Companies

Act, 2013 which sets out the model Articles Of Association for a company limited by shares. The completely restated Article is available for inspection of the members at the registered office of the Company during the business hours till the conclusion of the Annual General Meeting. The same is also being uploaded in the Company's website www.saven.in.

The Company has adopted Table F of the Schedule I of the Companies Act, 2013 along with the following modifications to the said Table F.

**Under the Companies Act, 2013
(1 of 2013)
(Company Limited by Shares)
ARTICLES OF ASSOCIATION
OF
SAVEN TECHNOLOGIES LIMITED**

The regulations contained in Table F of the First Schedule to the Companies Act 2013, so far as they are applicable to a public company shall apply except that of Regulation 27, Regulation 48, Regulation 76, Regulation 79, Regulation 89 to the company, save in so far as they are expressly or impliedly are modified by the following articles.

Interpretation

- I. (1) In these regulations-
In the interpretation of these Articles, unless repugnant to the subject or context:
"The Company" or "this Company" means SAVEN TECHNOLOGIES LIMITED.
"Act" or "Companies Act" shall mean the Companies Act, 1956 or the Companies Act, 2013 to the extent applicable as amended from time to time and every modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include reference to a section enacted in modification or replacement thereof.
"In writing" and "Written" include printing, lithography, typing and other modes of representing or reproducing words in a visible form.
"Office" means the Registered Office for the time being of the Company.
"Persons" include Corporations as well as individuals.
"The Registrar" means the Registrar of Companies, Telangana.
" Seal" means the Common Seal for the time being of the Company.
Words imparting the singular number include, where the context admits or requires, the plural number and vice-versa.
Save as aforesaid, any words or expressions defined in the Companies Act, 2013, shall if not inconsistent with the subject or context, bear the same meaning in these Articles.
(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- II. Board of Directors
1. The directors of the company may appoint an

alternate director to act for a director,(hereinafter called the original director) during his absence, for a period of not less than three months, from India. An alternate director shall vacate office, if any, when the Original director returns to India. If the term of office of the original director is determined before he returns to India, any provision in the act or in these articles for the automatic reappointment of retiring director in default or of another appointment shall apply to the original director and not to the alternate director. Provided that no person shall be appointed as an Alternate Director for an Independent Director unless, he is qualified to be appointed as Independent Director under the provisions of this Act.

The Seal

2. (i) The Board shall provide for the safe custody of the seal.
(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of any one Director and such other person as the Board may appoint for the purpose; and that director and other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Accounts

3. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law.

Inspection and Copies

4. Copies of the Memorandum and Articles of Association of Company and other documents referred to in Section 17 of the Companies Act, 2013 shall be sent by the Company to every Member at his request within seven days on payment of Rs. 50/- (Rupees Fifty Only) per copy.
5. Subject to the provisions of the Companies Act, 2013 and rules made there under, the Company shall charge a fee of Rs. 50/- for inspection of register of charges, by persons other than member or creditor.
6. Subject to the provisions of the Companies Act, 2013 and rules made there under, the Company shall charge a fee of Rs. 50/- for inspection registers and returns mentioned in Section 88 and 92 of the Companies Act, by persons other than member,

- debenture holder, other security holder or beneficial owner and also charge a fee of Rs. 10/- per page for giving copies of the registers or returns by member, debenture holder, other security holder or beneficial owner or to any other person.
7. Subject to the provisions of the Companies Act, 2013 and rules made there under, any member shall be entitled to be furnished, within seven working days after he has made a request in that behalf to the company, with a copy of any minutes of any general meeting, on payment of Rs. 10/- per page.
 8. Subject to the provisions of the Companies Act, 2013 and rules made there under, the company shall provide extracts from such register maintained under Section 189 read with rules made there under to a member of the company on his request, within seven days from the date on which such request is made upon the payment of Rs. 10/- per page.
 9. Subject to the provisions of the Companies Act, 2013 and rules made there under, the extracts from the register maintained under sub-section (9) of section 186 may be furnished to any member of the company on payment of Rs. 10/- per page.
 10. Subject to the provisions of the Companies Act, 2013 and rules made there under, the company shall provide the copies under these Article 4 to 10 either in physical form or electronic mode.

Names, addresses, descriptions and occupations of subscribers	Witnesses (along with names, addresses, descriptions and occupations)
Nrupender Rao S/o Late J V Narsing Rao 13 Uma Nagar, Begumpet, Hyderabad. Occupation: Industrialist	-Sd- J. Balasubramanian Occupation: Chartered Accountant S/o. S. Jayaraman 401 Gayathri Apartments, Sangeet Nagar, Somajiguda, Hyderabad 500482
Vijay N. Rao S/o. Late R.V.R. Sitaramaswamy 2-2-3/B/8, Deshmukh Colony, Hyderabad Occupation: Consultant	
Vijay C. Puljal S/o. P.V.Hanumanth Rao 310-A, Road No.25, Jubilee Hills, Hyderabad. Occupation: Business	
Arathi Rao D/o. Nrupender Rao 13, Uma Nagar Colony, Begumpet, Hyderabad. Occupation: Student	
Rao Sowmya D/o. Vijay N Rao 2-2-3/B/8, D.D.Colony, Hyderabad. Occupation: Student	
R.V. Ramakrishna Rao S/o. Late Sri R.V. Jagannatha Rao MIG 12, APIIC Colony, Kushai Guda, Hyderabad. Occupation: Industrialist	
Wg. Cmdr. A.B.Bhushan (Retd) S/o. Sri A. Rama Lingam 38, Krishna Puri Colony, West Maredpalli, Secunderabad. Occupation: Industrialist	
Dated the 19th day of April, 1993 Place: Hyderabad	

Since the alteration of the Articles of Association requires the approval of the shareholders in their meeting. Therefore, your Directors recommend the resolution as special resolution for your approval.

None of the Directors, key managerial personnel or their relatives may be deemed to be concerned or interested in the resolution except to the extent of his shareholding in the Company.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT**Item No.2: Mr. Sridhar Chelikani**

Mr. Sridhar Chelikani, aged about 44 years, received B.Tech in Mechanical Engineering from Jawaharlal Nehru Technological University (JNTU), India, M.S in Mechanical Engineering from Indian Institute of Science, Bangalore and an M.B.A. from University of Illinois, Urbana- Campaign, USA. With over 14 years of experience in information technology industry, Mr. Sridhar has worked in the area of Risk Management for Commodity Trading of Chicago Mercantile Exchange. Mr. Sridhar also worked for MC Baldwin financial Company, Chicago, in the area of Risk Management Asset Allocation. Mr. Sridhar was the President and CEO of Saven Technologies Inc., U.S.A. He is also a Director on the board of Penrillian Ltd, UK. He is not a member of any Committee within the meaning of Clause 49 of the Listing Agreement with the Stock Exchange.

Item No.4: Wg Cdr A B Bhushan (Retd)

Wg Cdr A B Bhushan (Retd), aged 71 years, is an MBA from Madras University. He has 25 years of experience in Indian Air Force. After retirement from Air Force he joined Medical Diagnostic industry as Head of HR/ Admin and later joined Pennar Group as Vice President Corporate Affairs and later elevated as Head of a group company. He has rich and diverse experience in Administration, Public relations, HR and group activities. He was the President of the Hyderabad Management Association during 1995-96, was the Committee Member of the All India Management Association Council for a number of years and as is an accredited Management Teacher of AIMA. He was also Chairman of Indo US Chamber of Commerce for AP and South India and is a member of the National Council. Apart from the foregoing he is a Committee member of HRA network, IR and HR Committees of FAPCCI and other social and professional bodies.

Item No. 5: Mr. R S Sampath

Mr. R S Sampath, aged 68 years, is a Chartered Accountant (B. Com, FCA) of 1968 batch and is having about 45 years of rich and diverse experience in Finance, Accounts, Administration

and General Management. He was with Voltas Ltd over a period of over 23 years. He joined Voltas Ltd in the year 1970 and during this period he worked in Accounts/ Finance and Administration at various branches and establishments of Voltas and was Deputy Chief Internal Auditor when he left in the organization in the year 1992. He later joined Pennar Industries Ltd and was elevated as Senior Vice President Finance & Accounts; thereafter was elevated as Executive Director of Pennar Chemicals Ltd. He retired from Executive position in the year 2011. Since then he continued as Independent Director on the Board of the Company. The Board considers that his association with the Company will be immensely useful.

Item No. 6: Mr. R Ravi

Mr. R Ravi, aged 57 years, a Commerce Graduate from Madras University is a Chartered Accountant and Company Secretary. He has three decades plus post qualification experience in corporate world. He has worked in the areas of Finance, Accounting, Taxation, Secretarial, Information Technology administration and corporate matters. Around 19 years of his experience was with Pennar group and his last assignment was CFO cum Company Secretary in Pennar Industries Limited, Hyderabad. He was associated with VIP Industries Limited (manufacturer of luggage) for 12 years and worked briefly with Bakelite Hylam, Hyderabad and Lovelock & Lewes, CA firm in Mumbai.

Item No. 7: Mr. Murty Gudipati

Mr. Murty Gudipati, aged 44 years, is an Engineering Graduate (B.Tech - ECE) with M.S. in Computer Engineering from Clemson University, USA. Mr. Murty Gudipati has more than 20 years of experience in Information Technology. Mr. Murty Gudipati worked as Software Consultant at MCI Corporation, New York, USA and Dow Jones Company, Princeton, New Jersey, USA from 1993 till 1995. He also worked as Engineering Manager at Interactive Data Corporation, New York, USA (1995 -2006). He joined the Company as the Head of Company's Offshore Development Center in the year 2006, and was elevated as Additional Director and then as Executive Director in the year 2009.

Saven Technologies Limited

21st Annual Report

Particulars	Sridhar Chelikani	Murty Gudipati	Wg Cdr A B Bhusan (Retd)
Date of birth	August 17, 1970	March 10, 1970	March 19, 1943
Date of appointment	April 11, 1999	March 13, 2009	August 13, 2010
Qualification	B.Tech (Mechanical Engineering), M.S (Mechanical Engineering), M.B.A	M.S. in Computer Engineering from Clemson University, USA.	M.B.A
Expertise	Vast experience in information technology industry	Rich and diverse experience in Information Technology industry in Finance, Accounts.	Expertise in various fields of management and Administration
List of companies in which outside directorship held on March 31, 2014	Saven Technologies Inc., (USA) Penrillian Limited (UK)	Medha Soft Labs Private Limited Saven Technologies Inc., USA	Pennar Enviro Limited
Chairman/Member of the Committee of other Companies on which he is a director as on March 31, 2014	Nil	Nil	Member, Audit Committee Member, Share Allotment Committee, Remuneration Committee
No of Shares held by them in the Company as on March 31, 2014	0	422229	17

Particulars	R S Sampath	R Ravi
Date of birth	February 24, 1946	April 26, 1957
Date of appointment	February 02, 2007	August 04, 2014
Qualification	Commerce graduate from Madras University, Chartered Accountant	Commerce graduate from Madras University, Chartered Accountant and Company Secretary
Expertise	Rich and diverse experience in Finance, Accounts, Administration and General Management	He has rich and diverse experience in the areas of Finance, Accounting, Taxation, Secretarial, Information Technology administration and Corporate matters
List of companies in which outside directorship held on March 31, 2014	Pennar Enviro Limited	-
Chairman/Member of the Committee of other Companies on which he is a director as on March 31, 2014	Chairman, Audit Committee Member, Share Allotment Committee	-
No of Shares held by them in the Company as on March 31, 2014	4970	-

By Order of the Board
For Saven Technologies Limited

Place : Hyderabad
Date : August 4, 2014

Jayanthi.P
Company Secretary

The instructions for members for voting electronically are as under:-**In case of members receiving e-mail:**

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<ul style="list-style-type: none"> • Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SAVEN TECHNOLOGIES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <16TH September, 2014 at 9.00 A.M> and ends on <17th September, 2014 6.00 P.M>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <14th August, 2014>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

SAVEN TECHNOLOGIES LIMITED

CIN: L72200TG1993PLC015737

Registered Office: No.302,My Home Sarovar Plaza,5-9-22, Secretariat Road, Hyderabad- 500063
Phone: 040-23237303, 040-23233358, Fax: 040-23237306, E-mail: investorrelations@saven.in

ATTENDANCE SLIP

(TO BE PRESENTED AT THE ENTRANCE)

21ST ANNUAL GENERAL MEETING

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Monday, 22nd September, 2014 at 10.30 A.M. at Surana Udyog Auditorium, Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500004, or/any adjournment thereof.

Name of the attending shareholder: _____
(in block letters)

Name of the proxy: _____
(to be filled in if proxy attends)

Signature of shareholder _____

Signature of proxy: _____

Regd. Folio Number: Or DP/Client ID No. _____

Number of shares held: _____

Note:

1. Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the gate, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.



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SAVEN TECHNOLOGIES LIMITED

CIN: L72200TG1993PLC015737

Registered Office: No.302,My Home Sarovar Plaza,5-9-22, Secretariat Road, Hyderabad- 500063
Phone: 040-23237303, 040-23233358, Fax: 040-23237306, E-mail: investorrelations@saven.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member(s):.....
Registered address:.....
E-mail id:.....
Folio No/ Client Id:.....
DP ID:.....

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:.....
Address.....
E-mail Id:.....
Signature :....., or failing him
2. Name:.....
Address:.....
E-mail Id:.....
Signature:....., or failing him
3. Name:.....
Address:.....
E-mail Id:.....
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on Monday, 22nd September, 2014 at 10.30 A.M. at Surana Udyog Auditorium, Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation house, 11-6-841, Red Hills, Hyderabad - 500 004. and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business:

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Sridhar Chelikani, who retires by rotation and being eligible, offers himself for re-appointment;
3. To re-appoint., a firm of Chartered Accountants, as Statutory Auditors of the Company for the period commencing from the conclusion of this meeting till the conclusion of the third consecutive Annual General Meeting on such remuneration as may be fixed by the Board of Directors plus out-of-pocket expenses.

Special Business:

4. Appointment of Wg Cdr A B Bhushan (Retd) as an Independent Director.
5. Appointment of Mr. R S Sampath as an Independent Director.
6. Appointment of Mr. R Ravi as an Independent Director.
7. Re-appointment of Mr. Murty Gudipati as Executive Director and Chief Executive Officer.
8. Adoption of new draft Articles of Association of the Company.

Affix
Revenue
Stamp

Signed this..... Day of2014

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Printed Matter
Book - Post**

If undelivered, please return to:

SAVEN TECHNOLOGIES LIMITED

Regd. Office: # 302, My Home Sarovar Plaza, 5-9-22,
Secretariat Road, Hyderabad - 500 063. Telangana, INDIA