

**ONLINE INFORMATION  
TECHNOLOGIES LIMITED**

*29<sup>th</sup>*  
*ANNUAL REPORT*  
*2013 - 2014*

**BOARD OF DIRECTORS**

MR. SWAPAN SARKAR  
MR. SANJAY KR. SRIVASTAVA  
SMT. MADHUMITA KUMARI

**AUDITORS**

CA, PRASANTA KUMAR ROY BARMAN  
CHARTERED ACCOUNTANTS

**REGISTRAR & SHARE  
TRANSFER AGENT**

ABS CONSULTANTS PVT. LTD.  
99, STEPHEN HOUSE  
4, B. B. D. BAGH (E), KOLKATA – 700 001  
PH : 22201043

**BANKERS**

INDUSIND BANK  
KOLKATA

**REGISTERED & ADMINISTRATIVE OFFICE**

205, HARIBOL ROY MARKET  
2<sup>ND</sup> FLOOR, A. T. ROAD  
NEAR SARAF BUILDING  
GUWAHATI – 781 001

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

**CIN: L74140AS1985PLC002335**

**REGD. OFFICE: 205, HARIBOL ROY MARKET, 2<sup>ND</sup> FLOOR, A. T. ROAD, GUWAHATI-781001,  
EMAIL ID: ONLINE.INFORMATION@YAHOO.COM, PHONE : 7890587392**

**NOTICE**

NOTICE is hereby given that the 29th Annual General Meeting of the Members of ONLINE INFORMATION TECHNOLOGIES Limited will be held on Tuesday, 30<sup>th</sup> September, 2014 at 1.30 P.A.M. at the Registered Office of the Company at Registered office of the Company to transact the following businesses: -

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Boards of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Madhumita Kumari (holding DIN No. 05162370) who retires by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.
3. To consider and if thought fit to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act,2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), Prasanta Kumar Roy Barman,(Registration No. 013905) Chartered Accountants, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and the remuneration to be fixed by the Board of Directors..”

By Order of the Board  
Sd/-  
(S. Srivastava)

Director

Place: Guwahati  
Dated: 19<sup>th</sup> August, 2014

**NOTES:**

1. *A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The Instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the meeting.*

*In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any person or shareholder.*

2. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID nos. for easier identification of attendance at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2014 to 30.09.2014 (both days inclusive).
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), a member desirous of obtaining any information concerning the accounts and operation of the Company is requested to send his queries to the Company at least 7 days before the date of the meeting, so that the information required by the member is made available at the meeting.
5. Members attending the meeting are requested to bring their copy of the Annual Report with them to the meeting.
6. As per the provisions of the Companies Act, 1956, as amended, facility for making nomination is available to individual shareholder. The prescribed form can be obtained from the Company.
7. Ministry of Corporate Affairs vide its circular no.17/2011 dated 21/04/2011 & 18/2011 dt.29/04/2011 has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, directors report, auditors report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders.

Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address.

As per SEBI's circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.

8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.AM and 1.PM upto the date of the Annual General Meeting.
9. Voting through Electronic Means:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

The notice of the 29th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 29th Annual General Meeting (AGM) :

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "**ONLINE INFORMATION TECHNOLOGIES LIMITED.**" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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 mandatory 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.
- j. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN "**ONLINE INFORMATION TECHNOLOGIES LIMITED**" for which you choose to vote.
  - l. 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.
- m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.

- r. ● Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [heldesk.evoting@cdslindia.com](mailto:heldesk.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 Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact the helpdesk on the toll free number: 1800-200-5533.

III. The e-voting period begins from **23.09.2014 from 9.00 A.M. and ends on 25.09.2014 till 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/entitlement date of **22.08.2014** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of **22.08.2014**.

V. Mr. B. K. Barik, Practising Company Secretary, C.P. No. 3897 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or after the 29th Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the 29th Annual General Meeting (AGM) of the Company on **30<sup>th</sup> September, 2014** and communicated to the Stock Exchange.

10. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting hall.

11. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board resolution /Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

13. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.

14. Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity, as the trading in shares of the Company is under compulsory dematerialized form.

15. The Company's Equity Shares are listed on The Gauhati Stock Exchange Ltd and upto date listing fees have been paid in time.
16. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication- Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Ballot form for voting is also being sent alongwith this notice to the members to enable those who do not have access to e-voting facility to cast their vote on the resolutions, to be approved at the 29<sup>th</sup> AGM, by sending their assent or dissent in writing.

## ONLINE INFORMATION TECHNOLOGIES LIMITED

REGD.OFFICE : 205, Haribol Roy Market  
A. T. Road,  
Guwahati – 781 001

To  
The Members,

Your Directors present Annual Report alongwith the Audited Statement of Accounts of the Company for the year ended 31st March, 2014.

<b>FINANCIAL HIGHLIGHTS :-</b>	March'2014	March'2013
Profit/(Loss) for the year	64612.62	27307.54
Less : Current Tax Expense	00.00	11687.00
Net Profit /(Loss) for the year	<u>64612.62</u>	<u>15620.54</u>

### **DIVIDEND :**

In view of inadequate Profit, your Directors do not propose any dividend for the year.

### **FIXED DEPOSITS :**

The Company has not accepted any deposits under the provision of Section 58A of the Companies Act, 1956 and the rules made there under and therefore the unclaimed deposits are nil.

### **DIRECTOR :**

Smt. Madhumita Kumari (holding DIN No. 05162370) retire at the ensuing Annual General Meeting and being eligible offers herself for re-appointment

### **DIRECTORS' RESPONSIBILITY STATEMENT :**

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

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and of the profit or loss of the Company for the year under review ;
- iii) That 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) That the Directors have prepared the annual accounts on a going concern basis.



## **ONLINE INFORMATION TECHNOLOGIES LIMITED**

### **PARTICULARS REGARDING EMPLOYEES :**

The company had no employee of the category specified under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

### **PARTICULARS REQUIRED AS PER LISTING AGREEMENTS WITH STOCK EXCHANGES :**

The Securities of the Company are listed in the Gauhati Stock Exchange Limited.

### **CORPORATE GOVERNANCE :**

As per Clause 49 of the Listing Agreement with the Stock Exchange a Report on Corporate Governance together with the Auditors' Certificate on the compliance of conditions of Corporate Governance form part of the Annual Report.

### **OTHER ASPECTS :**

Provision as to conservation of energy, technology absorption and foreign exchange earning and outgo are not applicable to the Company.

### **AUDITORS :**

CA, Prasanta Kr. Roy Barman, Chartered Accountants, hold office until the conclusion of the forthcoming Annual General Meeting of the Company and being eligible offer himself for re-appointment.

Place : Guwahati

Dated : 19/08/2014

BY ORDER OF THE BOARD

Sd/- S. Srivastava

(DIRECTOR)

## CORPORATE GOVERNANCE

### **1. COMPANY'S PHILOSOPHY :**

The Company has been following sound Corporate Governance practices right from its inception. The driving forces of Corporate Governance in the company are its core values- Belief in people, Entrepreneurship, Customers Orientation and the pursuit of Excellence. The Company's goal is to find creative and productive ways of delighting its stakeholders, i.e. Investors, Customers and Associates, while fulfilling the role of a responsible corporate representative committed to best practices .

### **2. BOARD OF DIRECTORS :**

In terms of Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board of Directors to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of the Shareholders.

#### **2.1 Composition Directors :**

The Board of Directors of the Company consist of qualified Non-Executive Directors. The total number of Directors of the Company are three.

The Composition of the Board of Directors as on 31st March, 2014 and the number of other Directorship and Membership/Chairmanship held by the Directors in the committee of various Companies are given below :-

<u>Name of Directors</u>	<u>Category of Directorship</u>	<u>No. of other Directorship held as on 31st March, 2014</u>	<u>Committee Membership held in other Companies</u>	
			<u>As Member</u>	<u>As Chairman</u>
1. Swapan Sarkar	Chairman & Executive Director	5	4	1
2. Sanjay Kr. Srivastava	Non-Executive Director	5	3	2
3. Madhumita Kumari	Non-Executive Director	5	3	2

#### **2.2 Meetings and Attendance :**

During the financial year ended 31<sup>st</sup> March, 2013, Six Meetings of the Board of Directors were held on 30<sup>th</sup> April, 2013, 30<sup>th</sup> July, 2013, 14<sup>th</sup> August, 2013 26<sup>th</sup> August, 2013, 24<sup>th</sup> October, 2013, and 30<sup>th</sup> January, 2014.

<u>Name of the Directors</u>	<u>No. of Board Meetings attended</u>	<u>Attendance of the Last Annual General Meeting held on</u>
		<u>28<sup>th</sup> September, 2013</u>
Mr. S. Sarkar	06	Yes
Mrs.M. Kumari	06	Yes
Mr. S. Srivastava	06	Yes

### **3. AUDIT COMMITTEE :**

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted consisting of only Independent Directors as sub-committee to the Board. The functions of the Audit Committee include:

- Reviewing the adequacy of internal control systems and the Internal Audit Reports, and their compliance thereof.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment of external auditors and fixation of their audit fee and also approval for payment for any other services.
- Reviewing with Management the quarterly and annual financial statements before submission to the Board.

### **Composition and other details**

The Audit Committee of the Company was constituted with three Independent Directors Viz.

- 1) Mr. S. Srivastava
- 2) Mr. S. Sarkar and
- 3) Smt. M. Kumari

During the year under review, the Audited Committee met 4 times. Mr. S. Srivastava, Chairman, Mr. S. Sarkar and Smt. M. Kumari, director attended the meetings.

The meetings of the Audit Committee were attended by the head of Finance and Internal Audit and Statutory Auditors as invitees. Members held discussions with the Statutory Auditors during the meetings of the Committee and the quarterly and annual audited financials of the company were reviewed by the Audit Committee before consideration and approval by the Board of directors. The committee reviewed the internal control systems and the conduct of Internal Audit.

### **4. REMUNERATION COMMITTEE :**

The need for Constitution of Remuneration Committee is not felt by the Company in view of the fact that all the Directors are non-executive Directors. Due to the prevailing critical financial condition of the Company, all the Directors have decided to waive their rights to receive the fees for attending the meetings of the Board of Directors and Committee thereof.

### **5. INVESTOR GRIEVANCE COMMITTEE :**

As a measure of good corporate governance and to focus on shareholders grievances towards strengthening investor relation, an Investor Grievance Committee, as a sub-committee to Board of Directors has been constituted.

#### **a. The functions of the committee include :**

To specifically look in to the redressal of investors' grievances pertaining to:

- 1) Transfer of Shares
- 2) Dividends
- 3) Dematerialization of shares
- 4) Replacement of lost / stolen / mutilated share certificates
- 5) Non-receipt of rights / bonus / split share certificates
- 6) Other related issues

**b. Constitution and composition :**

The Committee was constituted with following two non-executive directors.

- 1) Mr. S. Sarkar
- 2) Mr. S. Srivastava

During the year under review, the Committee met 4 times to review investor grievances.

**c. Others :**

There is no valid request pending for share transfer at the year end neither there is any pending complain from the investor.

**6. VENUE AND TIME OF THE LAST THREE ANNUAL GENERAL MEETINGS :**

<u>Financial Year</u>	<u>D a t e</u>	<u>T i m e</u>	<u>V e n u e</u>
2012 – 2013	28.09.2013	10.00 A.M.	205, Haribol Roy Market, A. T. Road, Guwahati – 781 001
2011 – 2012	29.09.2012	10.00 A.M.	205, Haribol Roy Market, A. T. Road, Guwahati – 781 001
2010 – 2011	24.09.2011	10.00 A.M.	205, Haribol Roy Market, A. T. Road, Guwahati – 781 001

**7. DISCLOSURES :**

- (i) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest.
- (ii) There are no pecuniary relationships or transactions of non-executive directors' vis-à-vis Company.
- (iii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets.

**MEANS OF COMMUNICATION :**

The quarterly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. These are widely published in leading Financial/Non-financial newspapers having all India coverage.

**8. GENERAL SHAREHOLDERS INFORMATION :**

- 8.1 Registered Office :** 205, Haribol Roy Market, A. T. Road,, Guwahati-781 001
- 8.2 Annual General Meeting :** 30<sup>th</sup> September, 2014 at 10.00 A.M.  
( Date, Time & Venue ) 205, Haribol Roy Market, A. T. Road,, Guwahati-781 001
- 8.3 Book Closure :**  
26<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 ( Both days inclusive )
- 8.4 Listing of Shares & Other Securities :**  
Name of the Stock Exchange: - The Gauhati Stock Exchange Ltd.

### 8.5 Market Price Data :

The monthly high and low quotation of the shares of the company for the last financial years are not provided as there was no trading during the said financial years.

### 8.6 DISTRIBUTION OF SHARE HOLDING :

The Shareholding of equity shares as on 31<sup>st</sup> March, 2014 is given below :-

SL. NO.	NOMINAL VALUE OF SHARES	SHARE HOLDERS		SHARE AMOUNT	
		NUMBER	% TO TOTAL	AMOUNT	% TO TOTAL
1	Up to 5000	135	52.33	159270.00	0.10
2	5,001 – 10,000	9	3.49	65500.00	0.04
3	10,001 – 20,000	4	1.55	60000.00	0.04
4	20,001 – 30,000	6	2.33	158000.00	0.10
5	30,001 – 40,000	2	0.78	72000.00	0.05
6	40,001 – 50,000	4	1.55	185000.00	0.12
7	50,001 – 1,00,000	20	7.75	1519500.00	0.95
8	100001 & Above	78	30.23	157061730.00	98.60
<b>TOTAL</b>		<b>258</b>	<b>100.00</b>	<b>15,92,81,000.00</b>	<b>100.00</b>

### 8.7 SHAREHOLDING PATTERN :

	C A T E G O R Y	N O. O F S H A R E S H E L D	P E R C E N T A G E O F S H A R E H O L D I N G
A	Private Corporate Bodies	15548930	97.62
B	Indian Public	379170	2.38
	<b>Grand Total</b>	<b>15928100</b>	<b>100.00</b>

### 8.8 Share Transfer system :

Shares sent for transfer in physical form are registered and returned by the company in about 15 to 20 days of receipt of the documents, provided documents are found in order. Shares under objection are returned within two weeks. The Share Transfer Committee meets generally on a weekly basis to consider the transfer proposals.

### 8.9 Financial Calendar : April to March.

### 8.10 ISIN NO. FOR dematerialized Shares : ISIN No. INE831F01019

### 8.11 Registrar and Share Transfer Agents

( Both for Physical & Dematerialised Shares )

ABS Consultants Private Limited  
99, Stephen House,  
4, B.B.D. Bagh (East)  
Kolkata – 700 001  
Phone : 2220 1043  
Fax : 2243 0153  
E-mail : absconsultant@vsnl.net

## CERTIFICATE

To  
The Members of  
**ONLINE INFORMATION TECHNOLOGIES LIMITED**  
205, Haribol Roy Market  
A. T. Road,  
Guwahati – 781 001

We have examined the compliance of the conditions of Corporate Governance by **M/s. ONLINE INFORMATION TECHNOLOGIES LIMITED** for the year ended 31<sup>st</sup> March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company, with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations adopted by the Company for ensuring compliance with the conditions of Corporate Governance. 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 the representations made by the Directors and the management, we certify that the Company has complied with the conditions 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 the Company has maintained records to show the Investors Grievances against the Company and have certified that as on 31<sup>st</sup> March, 2014, there were no investor grievances remaining unattended / pending for more than 30 days.

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.

Sd/-  
**Prasanta Kumar Roy Barman**  
(Chartered Accountants)  
Membership No : 013905

Place : Kolkata  
Date : 19<sup>th</sup> August, 2014

## Management Discussion And Analysis - 2014

### Overall review, industry Structure and Developments:

The Scenario and situation is compounding by factor like political instability and emergence of low cast for out sourcing business. It is expected that growth will come mostly in organic way.

### Opportunities and Threat

Your Company, with its diversified portfolio of investments and trading strategy with available liquid funds was particularly well placed to benefits on improvement in the sentiment in market.

### Out Look

The Company has earned net Profit of Rs. 64,612.62 for the year 2013-2014 as compared to a net Profit of Rs. 15,620.54 in the previous year 2012-13. The company's has made profit in the year under consideration basically due to volatile market.

### Internal control System

The Company has an adequate system of internal control, which assures us of maintaining proper accounting records and reliability of financial information. The Company ensures adherence to all internal control policies and procedures as well as compliances with regulatory guidelines.

### Human relations

The Company has a team of able and experienced industry professionals. There is in place a well defined in - house training program for its employees. Since the Company is not having manufacturing activities, hence the HRD was not formed.

Financial performance with respect to operational performance

(Amount in Rs.)

Particulars	31-03-2014	31-03-2013
Total Income	90,63,750.00	2,73,54,613.00
Total Expenditure	89,99,137.38	2,73,27,305.46
Depreciation	---	---
Profit /(Loss) before Tax	64,612.62	27,307.54
Provision for Tax - FBT	---	11,687.00
Profit /(loss) after Tax	64,612.62	15,620.54

### Caution:

The statements in this report including Management's Discussion and Analysis report reflects Company's projections, estimates, expectations or predictions and contain forward looking statements that involve risks and uncertainty. The Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein. Readers are cautioned not to place undue reliance on these forward looking statements that speak only of the expectations as on the date.

## **CEO & CFO CERTIFICATION**

The Board of Directors  
**Online Information Technologies Limited**  
205, Haribol Roy Market  
2<sup>nd</sup> Floor, A. T. Road  
Guwahati – 781 001

Re-financial Statements for the year ended 31<sup>st</sup> March 2014 – Certification

We, Swapan Sarkar, Chairman & Executive Director and Sanjoy Kumar Srivastava, Independent & Non-Executive Director, on the basis of the review of the financial statements and the cash flow statements for the Financial year ending 31<sup>st</sup> March 2014 and to the best of our knowledge and belief, thereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. 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.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended 31<sup>st</sup> March 2014 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that:
  - (a) There have been no significant changes in the internal control over financial reporting during this year.
  - (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements.
  - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Sd/-  
Swapan Sarkar  
Chairman & Executive Director

Sd/-  
Sanjoy Kumar Srivastava  
Independent & Non-Executive Director

Place : Guwahati, 19<sup>th</sup> Day of August, 2014



**DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Gauhati and Ahmedabad, I, Swapan Sarkar, Chairman & Executive Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31<sup>st</sup> March 2014.

For Online Information Technologies Limited

Sd/-  
Swapan Sarkar  
Chairman & Executive Director

Place: Guwahati

Date : 19<sup>th</sup> August 2014

## **INDEPENDENT AUDITORS' REPORT**

To  
The Members of  
**ONLINE INFORMATION TECHNOLOGIES LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of M/s. **ONLINE INFORMATION TECHNOLOGIES LIMITED** which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards notified under 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 and in accordance with accounting principles generally accepted in India. 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 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. 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:

- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014.
- ii) In the case of the Statement of Profit and Loss of the **Profit** for the year ended on that date,

## **Report on Other Legal & Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 as amended, issued by the Central Government of India in terms of subsection (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 and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the Balance Sheet, and the Statement of Profit and Loss comply with the Accounting Standards notified under 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.
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

Sd/-

**Prasanta Kumar Roy Barman**  
(Chartered Accountants)  
Membership No : 013905

Place : Kolkata  
Date : 19<sup>th</sup> August, 2014

**Annexure referred to in paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even dated**

- i) The Company has neither purchased nor disposed off any fixed assets during the year.
- ii) The company has no inventory.
- iii) a) The company has not granted any loan to companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act 1956.  
b) The company has during the year not taken any loan secured or unsecured from any party covered in the register maintained under section 301 of the Companies Act, 1956. Unsecured Loan taken in earlier year has been repaid in full.
- iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures, commensurate with the size of the company and the nature of its business, for the purpose of purchase and sale of shares and sale of services. There has been no purchase of Fixed Asset during the year. During the course of our audit, no major weakness has been noticed in the internal control system.
- v) a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of contract and arrangements referred to in section 301 of the Act have been entered in the register maintained under that section, and  
b) According to the information and explanations given to us, there is no transaction made in pursuance of such contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the financial year.
- vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public during the year within the provisions of Sec. 58A & 58AA and any other relevant provisions of the Companies Act, 1956 and the rules framed there under.
- vii) In our opinion, the company is not required to have an internal audit system.
- viii) The activity of the Company doesn't require any cost records to be maintained.
- ix) The company is regular in depositing with appropriate authorities undisputed statutory dues like income tax, and other material statutory dues applicable to it. As informed to us, provisions of Provident Fund, Investor Education and protection fund, ESI, Wealth tax, Service Tax, Custom duty, Excise Duty are not applicable to the company this year. In our opinion, there are no disputed statutory dues.
- x) The Company does not have accumulated losses at the end of the financial year. The company has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.

- xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debentures.
- xii) According to the information and explanation given to us the company has not granted loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The Provisions of any special statute as specified under paragraph (xiii) of the order are not applicable to the Company.
- xiv) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others, from banks or financial institutions.
- xv) According to information and explanation given to us, the company has not received any short term loans and advances during the year.
- xvi) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
- xvii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xviii) In our opinion as the company has not issued any debentures, the provisions of paragraph (xix) are not applicable to the Company.
- xix) The Company has not raised any money through public issue during the year.
- xx) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Sd/-  
**Prasanta Kumar Roy Barman**  
(Chartered Accountants)  
Membership No : 013905

Place : Kolkata  
Date : 19<sup>th</sup> August, 2014

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

**Balance Sheet as at 31 March, 2014**

	Particulars	Note No.	As at 31 March, 2014	As at 31 March, 2013
			Rs.	Rs.
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	2	159,281,000.00	159,281,000.00
	(b) Reserves and Surplus	3	46,971,940.62	46,907,328.00
			206,252,940.62	206,188,328.00
<b>2</b>	<b>Current Liabilities</b>			
	(a) Trade Payables	4	-	650,000.00
	(b) Other Current Liabilities	5	5,000.00	5,363.00
			5,000.00	655,363.00
	<b>Total :</b>		<b>206,257,940.62</b>	<b>206,843,691.00</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Non-Current Investment		38,463,825.00	40,813,825.00
	(b) Long-Term Loans and Advances	6	280,999.00	264,999.00
			38,744,824.00	41,078,824.00
<b>2</b>	<b>Current Assets</b>			
	(a) Inventories	7	98,412,859.90	101,772,719.90
	(b) Trade Receivables	8	-	4,650,000.00
	(c) Cash and Cash Equivalents	9	1,953,447.72	3,095,338.10
	(d) Short-Term Loans and Advances	10	67,146,809.00	56,246,809.00
			167,513,116.62	165,764,867.00
	<b>Total :</b>		<b>206,257,940.62</b>	<b>206,843,691.00</b>
	See accompanying notes forming part of the financial statements	1		

In terms of our report attached.

**For and on behalf of the Board**

Sd/-

**CA Prasanta Kr. Roy Barman**  
(Chartered Accountants)  
Membership No : 013905

Sd/- S. Sarkar      Sd/- S. Srivastava  
**Director**                      **Director**

Place : Kolkata  
Date : 19th August, 2014

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

**Statement of Profit and Loss for the year ended 31 March, 2014**

Particulars	Note No.	For the year ended	For the year ended
		31 March, 2014	31 March, 2013
		Rs.	Rs.
Revenue from Operations	11	8,350,000.00	26,375,000.00
Other Income	12	713,750.00	979,613.00
<b>Total Revenue (A)</b>		<b>9,063,750.00</b>	<b>27,354,613.00</b>
<b>Expenses</b>			
(a) Purchase		4,990,140.00	31,776,650.00
(b) Changes in Inventories of Finished Goods	13	3,359,860.00	(5,301,650.00)
(c) Employee Benefits Expense	14	481,348.00	689,730.00
(d) Other Expenses	15	167,789.38	162,575.46
<b>Total Expenses (B)</b>		<b>8,999,137.38</b>	<b>27,327,305.46</b>
<b>Profit / (Loss) before Tax (A - B)</b>		64,612.62	27,307.54
<b>Tax Expense:</b>			
Current Tax Expense for Current Year			
(a) Net Current Tax Expense		-	11,687.00
(b) Deferred Tax		-	-
<b>Profit / (Loss) for the Year</b>		<b>64,612.62</b>	<b>15,620.54</b>
<b>Earnings per share (of Rs 10/- each):</b>			
(a) Basic		0.00	0.00
(b) Diluted		0.00	0.00
See accompanying notes forming part of the financial statements	1		

In Terms of our report attached

**For and on behalf of the Board**

Sd/-

**CA Prasanta Kr. Roy Barman**  
(Chartered Accountants)  
Membership No : 013905

Sd/- S. Sarkar    Sd/- S. Srivastava

**Director**

**Director**

Place : Kolkata

Date : 19th August, 2014

**ONLINE INFORMATION TECHNOLOGIES LIMITED****Notes on Accounts and Significant Accounting Policies**

<b>Note</b>	<b>Particulars</b>
<b>1</b>	<b>Significant Accounting Policies</b>
<b>1.1</b>	<b>Basis of Accounting and Preparation of Financial Statements</b>
	The financial statements have been prepared on the accrual basis of accounting, under the historical cost convention, in accordance with the accounting principles generally accepted in India and comply with the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.
<b>1.2</b>	<b>Use of Estimates</b>
	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 the disclosure of contingent liabilities as at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized in the period in which the results are known/materialized.
<b>1.3</b>	<b>Cash and Cash Equivalents</b>
	Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
<b>1.4</b>	<b>Revenue Recognition</b>
	Both income and expenditure items are recognized on accrual and prudent basis.
<b>1.5</b>	<b>Income Tax</b>
	Income Tax expense comprises of current tax and deferred charge or credit. Current tax is determined as the amount of tax payable in respect of taxable income for the year.
<b>1.6</b>	<b>Earnings per Share</b>
	Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.



**ONLINE INFORMATION TECHNOLOGIES LIMITED**

**Note 2 Share Capital**

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Rs.	Number of shares	Rs.
<b>(a) Authorised</b> Equity Shares of Rs.10 each with voting rights	16,060,000	160,600,000.00	16,060,000	160,600,000.00
<b>(b) Issued, Subscribed and Paid - up</b> Equity Shares of Rs.10 each with voting rights	15,928,100	159,281,000.00	15,928,100	159,281,000.00
<b>Total :</b>	<b>15,928,100</b>	<b>159,281,000.00</b>	<b>15,928,100</b>	<b>159,281,000.00</b>

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

Particulars	Number of shares	Rs.	Number of shares	Rs.
Opening Balance	15,928,100	159,281,000.00	15,928,100	159,281,000.00
Change during the year	-	-	-	-
Closing Balance	15,928,100	159,281,000.00	15,928,100	159,281,000.00

**(B) Rights, Preference and Restriction attached to shareholders**

Equity Shares : The Company has one class of equity shares having a par value of Rs. 10 per Share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholder are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

**(C) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity Shares with voting rights</b>				
	-	0.00%	0	0.00%
	-	0.00%	0	0.00%

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

**Note 3 Reserves and Surplus**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Capital Reserves		
Balance at the beginning and end of the year	47,031,000.00	47,031,000.00
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	(123,672.00)	(139,292.54)
Add : Profit / (Loss) for the Current Year	64,612.62	15,620.54
Closing Balance	(59,059.38)	(123,672.00)
<b>Total :</b>	<b>46,971,940.62</b>	<b>46,907,328.00</b>

**Note 4 Trade Payables**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Trade Payables:		
'(i) Acceptances	-	650,000.00
'(ii) Other than Acceptances	-	-
<b>Total :</b>	<b>-</b>	<b>650,000.00</b>

**Note 5 Other Current Liabilities**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Others for Expenses	5,000.00	5,363.00
<b>Total :</b>	<b>5,000.00</b>	<b>5,363.00</b>

**Note 6 Long-Term Loans and Advances**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Balances with Government Authorities		
Advance Income Tax	22,300.00	22,300.00
TDS Receivable	258,699.00	242,699.00
<b>Total :</b>	<b>280,999.00</b>	<b>264,999.00</b>

**Note 7 Inventories**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Finished Goods	98,412,859.90	101,772,719.90
<b>Total :</b>	<b>98,412,859.90</b>	<b>101,772,719.90</b>

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

**Note 8 Trade Receivable**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Unsecured Considered Good Outstanding for a Period exceeding 6 months from the date they are due for payment	-	4,650,000.00
Others	-	-
<b>Total :</b>	<b>-</b>	<b>4,650,000.00</b>

**Note 9 Cash & Cash Equivalents**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Cash on hand	429,189.18	621,600.18
<b>Balances with banks</b> In Current Accounts	1,524,258.54	2,473,737.92
<b>Total :</b>	<b>1,953,447.72</b>	<b>3,095,338.10</b>

**Note 10 Short Term Loans and Advances**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
<b>Other Loans and Advances</b>		
Loans	-	-
Others	396,809.00	496,809.00
Share Application Inv.	66,750,000.00	55,750,000.00
<b>Total :</b>	<b>67,146,809.00</b>	<b>56,246,809.00</b>

**Note 11 Revenue from Operation**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Sale of Products Finished Goods	8,350,000.00	26,375,000.00
<b>Total :</b>	<b>8,350,000.00</b>	<b>26,375,000.00</b>

**Note 12 Other Income**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Data Processing Charges	713,750.00	713,750.00
Interest	-	265,863.00
<b>Total :</b>	<b>713,750.00</b>	<b>979,613.00</b>

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

**Note 13 Changes in Inventory of Finished Goods**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Opening Stock	101,772,719.90	96,471,069.90
Less: Closing Stock	98,412,859.90	101,772,719.90
<b>Increase / (Decrease) in Stocks</b>	<b>(3,359,860.00)</b>	<b>5,301,650.00</b>

**Note 14 Employee Benefits Expenses**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Salary	438,000.00	645,000.00
Staff Welfare Expenses	43,348.00	44,730.00
<b>Total :</b>	<b>481,348.00</b>	<b>689,730.00</b>

**Note 15 Other Expenses**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Auditors Remuneration	5,000.00	4,500.00
Bank Charges	633.38	1,274.46
Conveyance Expenses	32,720.00	42,906.00
Filing Fees	1,000.00	6,500.00
General Expenses	22,646.00	21,916.00
Legal Charges	5,697.00	1,559.00
NSDL Fees	33,708.00	33,708.00
Postage	6,508.00	8,696.00
Printing & Stationery	7,348.00	12,280.00
Professional Charges	1,531.00	-
Registrar Fees	11,236.00	11,236.00
Rent & Electricity	18,000.00	18,000.00
Telephone Expenses	21,762.00	-
<b>Total :</b>	<b>167,789.38</b>	<b>162,575.46</b>

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

**Pursuant to clause 32 of the listing agreement**

(Rs. In Lacs)

	<u>For the Year ended 31st March, 2014</u>	<u>For the Year ended 31st March, 2013</u>
<b>A. <u>Cash Flow From Operating Activities</u></b>		
Net Profit Before Tax :	<b>0.646</b>	<b>0.156</b>
Adjustment for -		
Interest Received	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
Operating Profit before working capital changes:	<b>0.646</b>	0.156
Adjustment for -		
Loans & Advances	<b>(109.000)</b>	(132.500)
Sundry Debtors	<b>46.500</b>	(44.540)
Stock of Shares	<b>33.599</b>	(53.014)
Current Liabilities & Provision	<b>(6.504)</b>	6.509
	<u><b>(35.405)</b></u>	<u>(223.545)</u>
Cash generated from Operation:	<b>(34.759)</b>	(223.389)
Adjustment for -		
Provision for Income Tax	<u>-</u>	(0.117)
Net Cash from Operating Activities	<u><b>(34.759)</b></u>	<u>(223.506)</u>
<b>B. <u>Cash Flow from Investing Activities</u></b>		
Adjustment for -		
Investments	<b>23.500</b>	251.530
Long Term Loans & Advances	<b>(0.160)</b>	(0.081)
Net Cash Used in Investing Activities	<u><b>23.340</b></u>	<u>251.449</u>
<b>C. <u>Cash Flow from Financing Activities</u></b>		
Capital Raised due to Private Placement	<u>-</u>	<u>-</u>
Net Cash used in Financing Activities	<u>-</u>	<u>-</u>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(11.419)</b>	27.943
Cash & Cash Equivalents as at (Opening Balance)	<u><b>30.953</b></u>	<u>2.896</u>
<b>Cash &amp; Cash Equivalents as at (Closing Balance)</b>	<u><b>19.534</b></u>	<u><b>30.953</b></u>

**For and on behalf of the Board**

Sd/- S. Sarkar  
**Director**

Sd/- S. Srivastava  
**Director**

**Auditor's Certificate**

We have examined the above Cash Flow Statement of **M/s Online Information Technologies Limited** for the year ended 31st March, 2014. The statement have been prepared by the Company in accordance with the requirement of the Listing Agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report to the Members of the Company.

As per Report of our even date

Sd/- Prasanta Kr Roy Barman  
Chartered Accountant

Place : Kolkata  
Date : 19th August, 2014

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

Registered Office  
205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001

**ATTENDANCE SLIP**

I, hereby record my attendance at the 29<sup>th</sup> Annual General Meeting of the Company at 205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001, on Tuesday the 30<sup>th</sup> day of September, 2014 at 11.30 A. M.

Name of the Shareholder : \_\_\_\_\_  
(In Capital Letters)

Name of Proxy : \_\_\_\_\_  
(In Capital Letters)

Signature : \_\_\_\_\_

Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_ No. of Shares: \_\_\_\_\_

**Note :**

1. Shareholder/Proxy holder wishing to attend the meeting must bring this attendance slip duly signed to the meeting and hand it over at the entrance.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of Annual Report for reference at the meeting.

**ONLINE INFORMATION TECHNOLOGIES LIMITED**

Registered Office  
205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001

**PROXY FORM**

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

CIN: L74140AS1985PLC002335

Name of the Company: ONLINE INFORMATION TECHNOLOGIES LIMITED

Registered office: 205, Haribol Roy Market, 2nd Floor, A. T. Road, Guwahati – 781 001

Name of the Shareholder-----Address:-----

Email ID:-----Folio /No/DPID/ & Client ID-----

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

1)-----of-----having e-mail id-----or failing him

2)-----of-----having e-mail id-----or failing him

3)-----of-----having e-mail id-----or failing him

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll)

for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on

Tuesday the 30<sup>th</sup> day of September, 2014 at 11.30 A. M at 205, Haribol Roy Market, 2nd Floor, A. T.

Road, Guwahati – 781 001, India and at any adjournment thereof in respect of such resolutions as are

indicated below:

Sr.No.	Description	For	Against
1.	The audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon		
2	Re-appointment of Shri Swapan Sarkar		
3	Appointment of Statutory Auditors and authorizing Board to fix their remuneration.		

Signature  
Affix Re 1/- Revenue Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_ DP ID \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Note : This proxy form duly complied should be deposited at the Registered Office of the Company not later than 48 (Forty Eight) hours before the time fixed for holding of the meeting.